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

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



**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
RENEWAL OF GENERAL MANDATES TO
REPURCHASE AND ISSUE SHARES,
RE-APPOINTMENT OF INDEPENDENT AUDITORS,
PROPOSED AMENDMENTS TO THE 2019
SHARE INCENTIVE SCHEME,
PROPOSED ADOPTION OF THE SCHEME MANDATE LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Wanka Online Inc. (萬咖壹聯有限公司*) to be held at 4/F, Building No. B22, Universal Business Park, No. 10 Jiuxianqiao Road, Chaoyang, Beijing, People's Republic of China on Friday, 9 June 2023 at 9:30 a.m. is set out on pages 43 to 47 of this circular. A proxy form for use at the Annual General Meeting is also enclosed. Such proxy form is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.wankaonline.com).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return it to the Hong Kong Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 9:30 a.m. on Wednesday, 7 June 2023) or the adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

* for identification purpose only

25 April 2023

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
1. Introduction	5
2. Re-election of Retiring Directors	6
3. Re-appointment of Independent Auditors	6
4. General Mandate to Repurchase Shares	6
5. General Mandate to Issue Shares	7
6. Proposed Amendments to the 2019 Share Incentive Scheme	8
7. Proposed Adoption of the Scheme Mandate Limit	10
8. Annual General Meeting	11
9. Responsibility Statement	12
10. Recommendation	12
 Appendix I – Biographical Details of the Retiring Directors Proposed to be Re-elected	
	13
 Appendix II – Explanatory Statement on the Repurchase Mandate	
	19
 Appendix III – Proposed Amendments to the 2019 Share Incentive Scheme	
	22
 Notice of Annual General Meeting	
	43

DEFINITIONS

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

“Adoption Date”	August 29, 2019, being the date on which the 2019 Share Incentive Scheme was adopted and approved by the Board
“Amended 2019 Share Incentive Scheme”	the amended and restated 2019 Share Incentive Scheme proposed by the Board to seek approval from the Shareholders at the AGM
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 4/F, Building No. B22, Universal Business Park, No. 10 Jiuxianqiao Road, Chaoyang, Beijing, People’s Republic of China on Friday, 9 June 2023 at 9:30 a.m.
“Board”	the board of Directors
“Company”	Wanka Online Inc. (萬咖壹聯有限公司*), an exempted company with limited liability incorporated under the laws of the Cayman Islands on 7 November 2014 and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1762)
“connected person”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company, its subsidiaries and consolidated affiliated entities from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Share Registrar”	Tricor Investor Services Limited, which is located at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Independent Third Party”	means any entity or person who is not a connected person of the Company within the meaning ascribed under the Listing Rules

DEFINITIONS

“Individual Limit”	limits on the total number of Shares issued and to be issued in respect of all the options and share awards granted to an individual participant (excluding any options or awards lapsed in accordance with the terms of the respective share schemes) under all share schemes of the Group in any 12-month period up to and including the date of such grant, which must not exceed 1% of the issued Shares of the Company from time to time
“Issue Mandate”	an unconditional general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution approving the granting of such general mandate by the Shareholders
“Latest Practicable Date”	15 April 2023, 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
“New Rules”	the amendments to the Listing Rules to implement the proposals of the “ <i>Consultation Conclusions on Proposed Amendments to Listing Rules relating to Share Schemes of Listed Issuers and Housekeeping Rule Amendment</i> ” published on July 29, 2022
“Post-IPO Share Option Scheme”	the share option scheme adopted by our Company on November 3, 2018, the principal terms of which are set out in “Statutory and General Information – D. Share Incentive Schemes” in Appendix IV to the Prospectus
“Prospectus”	the prospectus of the Company dated December 11, 2018 in connection with its initial public offering and listing on the main board of the Stock Exchange
“Remuneration Committee”	the remuneration committee of the Board

DEFINITIONS

“Repurchase Mandate”	an unconditional general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution approving the granting of such general mandate by the Shareholders
“RSU(s)”	the restricted share unit(s) that may be granted under the 2019 Share Incentive Scheme
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of US\$0.0000002 each
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Scheme Mandate Limit”	the limit on grants of share awards and/or options over new Shares of the Company under all share schemes of the Company (excluding any options or awards lapsed in accordance with the terms of the respective share schemes), which must not exceed 10% of the issued shares of the Company as at the date of the shareholders’ approval of the limit
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Trustee”	means a professional trustee, who is an Independent Third Party, appointed by the Board to assist with the holding, administration, vesting and exercise of awards granted pursuant to the Amended 2019 Share Incentive Scheme
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-Backs, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“United States”, “U.S.” or “US”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$”	United States dollars, the lawful currency of the United States
“2016 Share Incentive Scheme”	the 2016 Share Incentive Scheme as approved and adopted by the Board on January 6, 2016 and amended by the Board on May 24, 2018, the principal terms of which are set out in “Statutory and General Information – D. Share Incentive Schemes” in Appendix IV to the Prospectus
“2019 Share Incentive Scheme”	the 2019 Share Incentive Scheme as approved and adopted by the Board on August 29, 2019, details of which are set forth in the announcement of the Company dated August 29, 2019
“%”	per cent

* *for identification purpose only*

LETTER FROM THE BOARD



WANKA ONLINE INC.

萬咖壹聯有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1762)

Executive Directors:

Mr. GAO Dinan (*Chairman*)

Mr. NIE Xin

Ms. JIANG Yu

Non-executive Directors:

Mr. ZHENG Wei

Independent Non-executive Directors:

Mr. CHEN Baoguo

Mr. JIN Yongsheng

Mr. YU Limin

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Head Office and Principal Place of

Business in China:

4/F, Building No. B22

Universal Business Park

No. 10 Jiuxianqiao Road

Chaoyang

Beijing

People's Republic of China

Principal Place of Business

in Hong Kong:

1001 Admiralty Centre Tower 1

18 Harcourt Road

Hong Kong

25 April 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
RENEWAL OF GENERAL MANDATES TO
REPURCHASE AND ISSUE SHARES,
RE-APPOINTMENT OF INDEPENDENT AUDITORS,
PROPOSED AMENDMENTS TO THE 2019
SHARE INCENTIVE SCHEME,
PROPOSED ADOPTION OF THE SCHEME MANDATE LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

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

* *for identification purpose only*

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Articles 84(1) of the Articles of Association, Mr. ZHENG Wei, Mr. CHEN Baoguo and Mr. JIN Yongsheng will retire at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting. In accordance with Articles 83(3) of the Articles of Association, any Director appointed by the Board as an addition to the existing Board or to fill a casual vacancy shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election. Accordingly, Ms. JIANG Yu and Mr. YU Limin will retire at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting. The nomination committee of the Company has also recommended to the Board that the retiring Directors are eligible for re-election.

At the time of appointment as an independent non-executive Director, each of Mr. CHEN Baoguo, Mr. JIN Yongsheng and Mr. YU Limin has confirmed his or her independence with reference to the factors set out in Rule 3.13 of the Listing Rules, and has submitted to the Stock Exchange a written confirmation concerning his or her independence to the Company. Each of Mr. CHEN Baoguo, Mr. JIN Yongsheng and Mr. YU Limin has confirmed that there is no subsequent change of circumstances which may affect his or her independence which would require him or her to inform the Stock Exchange. The Company has received written annual confirmation from them on their respective independence in accordance with the Listing Rules.

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

3. RE-APPOINTMENT OF INDEPENDENT AUDITORS

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

4. GENERAL MANDATE TO REPURCHASE SHARES

Pursuant to a resolution passed by the Shareholders on 2 June 2022, an unconditional general mandate was granted to the Directors to exercise the powers of the Company to repurchase its own Shares. Such general mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to renew and grant the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution item 4 of the notice of the Annual General Meeting.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,525,743,350 Shares. Assuming that there is no change in the issued Shares between the period from the Latest Practicable Date and the date of the Annual General Meeting, the maximum number of Shares which would be allowed to be repurchased under the Repurchase Mandate will be 152,574,335 Shares. The Directors have no immediate plan to exercise the Repurchase Mandate.

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

5. GENERAL MANDATE TO ISSUE SHARES

Pursuant to a resolution passed by the Shareholders on 2 June 2022, an unconditional general mandate was granted to the Directors to issue Shares. Such general mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to renew and grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution item 5 of the notice of the Annual General Meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,525,743,350 Shares. Assuming that there is no change in the issued Shares between the period from the Latest Practicable Date and the date of the Annual General Meeting, the maximum number of Shares which would be allowed to be allotted, issued or dealt with under the Issue Mandate will be 305,148,670 Shares.

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

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

LETTER FROM THE BOARD

6. PROPOSED AMENDMENTS TO THE 2019 SHARE INCENTIVE SCHEME

The 2019 Share Incentive Scheme was approved and adopted by the Board on August 29, 2019. The purpose of the 2019 Share Incentive Scheme is to incentivize Directors, senior management and employees of the Group for their contribution to the Group, to attract, motivate and retain skilled and experienced personnel to strive for the future development and expansion of the Group by providing them with the opportunity to own equity interests of the Company. Details of the 2019 Share Incentive Scheme are set out in the announcement of the Company dated August 29, 2019.

Pursuant to the New Rules, both share option schemes and share award schemes involving the grant of new shares or options over new shares of the listed issuer are governed by Chapter 17 of the Listing Rules with effect from January 1, 2023.

As a result of the aforesaid amendments, the 2019 Share Incentive Scheme will constitute a share scheme involving the grant of new Shares of the Company for the purposes of the New Rules, and thus the terms of 2019 Share Incentive Scheme shall comply with the New Rules. Pursuant to the New Rules, share schemes involving the grant of new shares must be approved by shareholders of the listed issuer in a general meeting. Accordingly, in observance of the applicable requirements under the New Rules, the Board proposes to amend the 2019 Share Incentive Scheme to bring it in line with the New Rules. The Amended 2019 Share Incentive Scheme shall take effect on the date when it is approved by the Shareholders at the AGM.

As of the Latest Practicable Date, there were 1,525,743,350 Shares in issue. Assuming there is no change in the number of issued Shares during the period from the Latest Practicable Date to the date of the AGM, the maximum number of Shares issuable pursuant to the Amended 2019 Share Incentive Scheme and any other schemes of the Company (if any) will be 152,574,335 Shares, representing 10% of the number of Share in issue as at the date of passing of the relevant resolution in relation to the Amended 2019 Share Incentive Scheme. The term of the Amended 2019 Share Incentive Scheme has remained to be ten years from the Adoption Date (i.e., August 29, 2019). As of the Latest Practicable Date, there were no outstanding RSUs granted under the 2019 Share Incentive Scheme.

LETTER FROM THE BOARD

The key changes entailed by the proposed amendments to the Amended 2019 Share Incentive Scheme are summarized below as follows:

- (a) to include the Scheme Mandate Limit and the requirement of Shareholders' approval for refreshment of the Scheme Mandate Limit;
- (b) to include the Individual Limit;
- (c) to elaborate on the determination of the subscription price of the RSUs granted;
- (d) to include the requirement for granting RSUs to Directors, senior management or substantial shareholders of the Company;
- (e) to include the requirement for restriction on the time of grant of RSUs;
- (f) to include a minimum vesting period of 12 months save where the grant of RSUs to certain employee participants are subject to a shorter vesting period under specific circumstances at the discretion of the Board;
- (g) to clarify that no performance target is required before the exercise except as otherwise imposed by the Board (or any duly authorized committee or person by the Board);
- (h) to include the requirement of abstention of voting by Trustee holding unvested Shares, whether directly or indirectly;
- (i) to include the requirement for Shareholders' approval for any alterations to the provisions of the Amended 2019 Share Incentive Scheme relating to the matters set out in Rule 17.03 of the Listing Rules;
- (j) to clarify cancelled RSUs will be regarded as utilized for the purpose of calculating the Scheme Mandate Limit; and
- (k) to include other amendments for house-keeping purposes and to better align the wording with that of the Listing Rules.

Details of the proposed amendments to the 2019 Share Incentive Scheme are set out in Appendix III to this circular. The Board considers that the Amended 2019 Share Incentive Scheme is in compliance with the requirements under the New Rules.

The Directors (including the independent non-executive Directors) consider that the proposed terms relating to the scope of eligible participants, the vesting period and performance arrangement, the purchase price determination and clawback mechanism as set forth in the terms of the Amended 2019 Share Incentive Scheme are in line with the purpose of the Amended 2019 Share Incentive Scheme, because it incentivize employees of the

LETTER FROM THE BOARD

Company who are critical for the business of the Company, to perform better and to maintain long-term relationship with the Company, aligning their interests with the success of the Company. In particular, the Directors and the Remuneration Committee are of the view that the vesting period (including the circumstances in which a shorter vesting period may apply), as detailed in rule 6.1 of the Amended 2019 Share Incentive Scheme as set out in Appendix III to this circular, enables the Company to offer competitive remuneration and reward packages to the Participants, on an ad hoc basis, in such circumstances that would be justified and reasonable, which is also consistent with the Listing Rules and the former practice of the Company and peer companies in the Group's industry. Accordingly, the above vesting period is considered appropriate and aligns with the purpose of the Amended 2019 Share Incentive Scheme.

An application will be made to the Listing Committee for the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of any awards under the Amended 2019 Share Incentive Scheme.

A copy of the rules of the Amended 2019 Share Incentive Scheme will be published on the websites of the Stock Exchange and the Company for display for a period of not less than 14 days before the date of the AGM and the rules of such scheme will be made available for inspection at the AGM.

Except for the 2019 Share Incentive Scheme, the Company has also adopted the Post-IPO Share Option Scheme and the 2016 Share Incentive Scheme. Given that the Company has not granted any options under the Post-IPO Share Option Scheme since its adoption nor does it intend to utilize such scheme in the future, the Board has resolved on April 20, 2023 to terminate the Post-IPO Share Option Scheme according to the terms therein, pursuant to which, such scheme may be terminated by resolutions of either of the Board or the Shareholders in general meeting. In addition, given that the 2016 Share Incentive Scheme only involves existing Shares, and no further grants is permitted thereunder in light of its scheme limit, and all the RSUs granted thereunder have been vested, the Company considers that the 2016 Share Incentive Scheme is in compliance with the New Rules and no amendment is required for such scheme.

7. PROPOSED ADOPTION OF THE SCHEME MANDATE LIMIT

In light of the New Rules, the Board has resolved to propose the adoption of the Scheme Mandate Limit, being a scheme mandate limit on grants of share awards and/or options over new Shares of the Company under all share schemes of the Company (including options and awards that have been cancelled but excluding any options or awards lapsed in accordance with the terms of the respective share schemes of), which shall not exceed 10% of the total number of issued Shares as at the date of the shareholders' approval of the limit. The said Scheme Mandate Limit shall be 152,574,335 Shares, on the basis that there are a total of 1,525,743,350 Shares in issue at the Latest Practicable Date and assuming that no change in the number of issued Shares during the period from the Latest Practicable Date to the date of the AGM.

LETTER FROM THE BOARD

8. ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 43 to 47 of this circular.

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

A proxy form for use at the Annual General Meeting is enclosed with this circular and such proxy form is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.wankaonline.com). Pursuant to Article 66 of the Articles of Association, subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a poll every Shareholder present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for each fully paid Share registered in his name in the Company's register of members. A shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Tuesday, 6 June 2023 to Friday, 9 June 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 5 June 2023.

To be valid, the proxy form must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of attorney or authority at the Hong Kong Share Registrar as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 9:30 a.m. on Wednesday, 7 June 2023) or any adjournment thereof. Completion and delivery of the proxy form will not preclude you from attending and voting at the Annual General Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

9. RESPONSIBILITY STATEMENT

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

10. RECOMMENDATION

The Directors consider that the proposed resolutions mentioned in this circular, including re-election of retiring Directors, re-appointment of independent auditors, the granting of the Repurchase Mandate and the Issue Mandate, the proposed amendments to the 2019 Share Incentive Scheme and the adoption of the Scheme Mandate Limit are in the best interests of the Company and the Shareholders, taken as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed relating to the aforementioned matters at the Annual General Meeting.

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

* *for identification purposes only*

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

(1) Mr. ZHENG Wei

Mr. ZHENG Wei (鄭煒), aged 45, is a non-executive Director and joined our Group since March 2016. He was appointed as executive Director of the Company in November 2018 and was re-designated as non-executive Director of the Company with effect from 27 August 2020. Prior to his re-designation, he was the vice chairman of the Board and a member of the remuneration committee. He has 16 years of experience in the technology industry.

Mr. ZHENG has been the director of the Investment Professional Committee of China Software Industry Association (中國軟件行業協會) since March 2023. He served as the executive director and the president of Aoyuan Healthy Life Group Company Limited (奧園健康生活集團有限公司), which is a company listed on the Main Board of the Stock Exchange (stock code: 3662), from January 2021 to September 2022. He served as a partner of Northern Light Investment Advisory (Beijing) Co., Ltd. (北極光投資顧問(北京)有限公司) from July 2015 to February 2016. He served as the general manager of the creation development department and business cooperation department as well as a vice general manager in the mobile service group of Baidu Online Network Technology (Beijing) Co., Ltd. from July 2007 to July 2015.

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

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

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

As at the Latest Practicable Date, Mr. ZHENG is deemed to be interested in the entire Shares (i) held by Countryside Tech Inc., a company wholly owned by him and is interested in 198,864,500 Shares; and (ii) held by Mr. GAO Dinan and his wholly-owned company, Wanka Media Limited, which is interested in 277,076,300 Shares, as Mr. ZHENG has a joint interest, within the meaning of Part XV of the SFO.

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

(2) Mr. CHEN Baoguo

Mr. CHEN Baoguo (陳寶國), aged 58, is an independent non-executive Director of our Group. He has been the deputy secretary general of China Software Industry Association (中國軟件行業協會) since February 2017. From July 2007 to February 2017, he was the deputy director of Institute of International Technology and Economics (國際技術經濟研究所) at State Council Development Research Center (國務院發展研究中心).

Mr. CHEN received a bachelor degree in material management from Northern Jiaotong University (北方交通大學) in July 1986, and a master degree in metal material and heat treatment from Yanshan University (燕山大學) in June 1991. Then he obtained a degree of Ph.D. in economics and management from Northern Jiaotong University in May 2003.

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

Mr. CHEN has entered into an appointment letter with the Company as independent non-executive Director on 3 November 2021 for a period of three years. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Under the appointment letter, he is entitled to a director's fee of HK\$200,000 per annum in connection with the performance of his duties under the appointment as independent non-executive Director. He is entitled to the reimbursement of all reasonable out-of-pocket expenses properly and reasonably incurred in relation to the business of the Company or in the discharge of his duties as director. The Company shall pay or provide to him such additional benefits as the Board shall in its absolute discretion deem appropriate.

As at the Latest Practicable Date, Mr. CHEN does not have any interests in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, there is no information which is discloseable nor is Mr. CHEN involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

(3) Mr. JIN Yongsheng

Mr. JIN Yongsheng (金永生), aged 57, was appointed as an independent non-executive Director on 16 September 2021. He has successively served as a professor and head of the Department of Business Administration and Public Administration, dean and doctoral supervisor of the School of Economics and Management, chairman of the Professor Committee and a member of the Academic Committee of Beijing University of Posts and Telecommunications (北京郵電大學) since July 2004. He is principally focused on teaching and researching in the fields of digital economy, mobile internet industry organisation and strategic management, including, among others, digital consumer behavior, big data business model, value creation and value transfer of mobile internet industry. He has published more than 100 articles in top-tier journals such as Economic Perspectives (經濟學動態), Chinese Journal of Management Science (中國管理科學) and the theoretical page of People's Daily (人民日報). From May 1996 to June 2004, he served as a professor, master supervisor and deputy dean of the College of Economics and Management of Beijing University of Technology (北京工業大學). From July 1988 to April 1996, he successively served as lecturer, director of the Business Economics Teaching and Research Office, the Economics Research Institute and the Scientific Research Office and associate professor of the Department of Business Economics of Lanzhou University of Finance and Economics (蘭州財經大學).

Mr. JIN was graduated from Lanzhou University of Finance and Economics (蘭州財經大學) with a bachelor's degree in business economics in 1985. He obtained a master's degree in trade economics from Zhongnan University of Economics and Law (中南財經政法大學) and a doctor's degree in industrial economics from Renmin University of China (中國人民大學) in 1988 and 2002, respectively.

Mr. JIN was selected as "Trans-century Outstanding Talents of Beijing" (北京市跨世紀優秀人才). He also served as a member of the Information, Communication and Economics Expert Committee of the Ministry of Industry and Information Technology of the People's Republic of China (中華人民共和國工業和信息化部信息通訊經濟專家委員會), an executive director and a member of the Academic Committee of the Chinese Association of Market Development (中國市場學會), an executive director of the China Talent Society (中國人才學會), a member of the Expert Advisory Committee of the China Council for International Investment Promotion (中國國際投資促進會專家諮詢委員會), and an economic consultant of the Qingzhen Municipal Government of Guiyang City, Guizhou Province.

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

Mr. JIN has entered into an appointment letter with the Company as independent non-executive Director on 16 September 2021 for a period of three years. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Under the appointment letter, he is entitled to a director's fee of HK\$200,000 per annum in connection with the performance of his duties under the appointment as independent non-executive Director. He is entitled to the reimbursement of all reasonable out-of-pocket expenses properly and reasonably incurred in relation to the business of the Company or in the discharge of his duties as director. The Company shall pay or provide to him such additional benefits as the Board shall in its absolute discretion deem appropriate.

As at the Latest Practicable Date, Mr. JIN does not have any interests in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, there is no information which is discloseable nor is Mr. JIN involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

(4) Ms. JIANG Yu

Ms. JIANG Yu (蔣宇), aged 39, joined the Group in January 2019 as a senior vice president and is primarily responsible for the corporate and business development of the Group. She was appointed as an executive Director and the chief executive officer of our Company on 20 July 2022 and 16 December 2022, respectively. She has over 16 years of experience in the technology industry.

Prior to joining the Group, she served as a business development manager at Beijing AirInbox Information Technologies Co., Ltd. (北京空中信使信息技術有限公司) from July 2007 to March 2010, a consolidated affiliated entity of KongZhong Corporation (空中網), a company previously listed on Nasdaq (stock symbol: KZ) and privatized in April 2017. From March 2010 to April 2015, she served as the director of mobile business department of Shenzhen Aisidi Co., Ltd. (深圳市愛施德股份有限公司), a company listed on Shenzhen Stock Exchange (stock code: 002416). From April 2015 to December 2018, she served as a vice president of an internet startup company.

Ms. Jiang obtained a bachelor's degree in electronics and communication from Hunan University (湖南大學) and an MBA degree from Peking University (北京大學) in July 2006 and July 2017, respectively.

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

Ms. JIANG has entered into a service agreement with the Company as executive Director on 20 July 2022 for a period of three years or until the third annual general meeting of the Company, whichever is sooner. She is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. She is not entitled to any remuneration in connection with the performance of her duties under the appointment as executive Director. She is entitled to the reimbursement of all reasonable out-of-pocket expenses properly and reasonably incurred in relation to the business of the Company or in the discharge of her duties as director. The Company shall pay or provide to her such additional benefits as the Board shall in its absolute discretion deem appropriate.

As at the Latest Practicable Date, Ms. JIANG is interested in (i) 397,000 Shares and (ii) RSUs granted to her under the 2019 Share Incentive Scheme entitling her to receive 2,393,000 Shares within the meaning of Part XV of the SFO.

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

(5) Mr. YU Limin

Mr. YU Limin (余利民), aged 44, was appointed as an independent non-executive Director on 20 July 2022. He has over 21 years of experience in financial management and investment. He served as a project manager of audit department at Beijing Tin Wha Certified Public Accountants (北京天華會計師事務所) from July 2001 to May 2004. From June 2004 to March 2005, he served as an investment manager of Tianhua International Investment Services Co., Ltd. (天華國際投資服務有限公司). From April 2005 to August 2009, he served as a senior investment manager of Beijing Zodi Investment Co., Ltd. (北京中迪投資股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000609). From August 2010 to March 2015, he served as the head of investment and development department of Tianjin New Financial Investments Co., Ltd. (天津新金融投資有限責任公司). From April 2015 to December 2017, he served as the assistant president and director of corporate finance department at Luyu Ecosystem Engineering Co., Ltd. (路域生態工程有限公司). Since December 2018, he has served as a senior project manager of audit department at Zhongxingcai Guanghua Certified Public Accountants LLP (中興財光華會計事務所(特殊普通合夥)).

Mr. YU obtained a bachelor's degree in trade economics from Tianjin University of Commerce (天津商業大學) in June 2001. He was accredited as a certified public accountant by the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) in October 2020. He was also awarded with finance professional qualification of intermediate economist by the Office of Professional Title in Tianjin (天津市職稱工作辦公室) in April 2013.

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

Mr. YU has entered into an appointment letter with the Company as independent non-executive Director on 20 July 2022 for a period of three years. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Under the appointment letter, he is entitled to a director's fee of HK\$200,000 per annum in connection with the performance of his duties under the appointment as independent non-executive Director. He is entitled to the reimbursement of all reasonable out-of-pocket expenses properly and reasonably incurred in relation to the business of the Company or in the discharge of his duties as director. The Company shall pay or provide to him such additional benefits as the Board shall in its absolute discretion deem appropriate.

As at the Latest Practicable Date, Mr. YU does not have any interests in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, there is no information which is discloseable nor is Mr. YU involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

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

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares was 1,525,743,350 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the total number of issued Shares remains unchanged on the date of the Annual General Meeting, i.e. being 1,525,743,350 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 152,574,335 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

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

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

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

3. FUNDING OF SHARE REPURCHASE

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

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2022) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	0.435	0.385
May	0.415	0.365
June	0.42	0.36
July	0.36	0.30
August	0.33	0.30
September	0.315	0.265
October	0.285	0.255
November	0.325	0.27
December	0.37	0.305
2023		
January	0.36	0.31
February	0.43	0.315
March	0.345	0.208
April (up to the Latest Practicable Date)	0.222	0.215

6. GENERAL

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

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

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

7. TAKEOVERS CODE

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

As at the Latest Practicable Date, Mr. GAO Dinan and Mr. ZHENG Wei (the "**Controlling Shareholders**") are beneficially interested in 475,940,800 Shares, representing approximately 31.19% of the issued share capital of the Company. If the Directors were to exercise the Repurchase Mandate in full, the Shares held by the Controlling Shareholders would represent approximately 34.66% of the then issued share capital of the Company after repurchasing of the Shares and assuming no issue of new Shares. The Directors believe that such increases may give rise to an obligation on the part of the concert parties, namely Mr. GAO Dinan and Mr. ZHENG Wei, to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code for the concert parties to make a mandatory offer.

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

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following is a summary of the proposed amendments of the principal terms of the 2019 Share Incentive Scheme proposed to be approved and adopted by an ordinary resolution of the Shareholders at the Annual General Meeting.

1. PURPOSE

The purpose of this Scheme is to incentivize directors, senior management and employees for their contribution to our Group, to attract, motivate and retain skilled and experienced personnel to strive for the future development and expansion of the Group by providing them with the opportunity to own equity interests in the Company.

2. DEFINITIONS AND INTERPRETATION

2.1 Defined Terms

In these Rules, except where the context otherwise requires, the following expressions shall have the following meanings:

“Adoption Date” means August 29, 2019, being the date on which the Scheme is adopted and approved by the Board;

“Amendment Date” means the date on which amendment to the Scheme is duly approved and adopted by the Shareholders of the Company;

“Articles” means the articles of association of the Company (as amended from time to time);

“Auditors” means the auditors of the Company, as appointed from time to time;

“Award Period” means the period to be notified by the Board to each Participant at the time of making an offer of any RSU, which shall not be longer than ten (10) years from the date of grant of the RSU;

“Board” means the board of directors of the Company or a duly authorized committee of the board of directors;

“Board Lot” means the number of Shares constituting a board lot;

“Business Day” a day (other than a Saturday or Sunday or days on which a tropical cyclone warning number 8 or above or a “black” rain warning signal and/or Extreme Conditions is hoisted in Hong Kong at any time between 9 am and 5 pm) on which the Stock Exchange is open for trading and clearing banks in Hong Kong and the PRC are open for transactions of normal banking business;

“**Company**” means Wanka Online Inc., a company incorporated under the laws of the Cayman Islands with limited liability on 7 November 2014;

“**connected person(s)**” means the connect person ascribed to it under Chapter 14A of the Listing Rules;

“**Eligible Persons**” means persons eligible to receive RSUs under this Scheme, who are existing employees, directors (whether executive or non-executive, but excluding independent non-executive directors) or officers of the Company or any member of the Group;

“**Extreme Conditions**” means extreme conditions caused by a super typhoon as announced by the Government of Hong Kong;

“**Grant Date**” means the date on which RSUs, are granted under this Scheme pursuant to a Grant Letter, as described in Rule 5.4;

“**Grant Letter**” means the letter pursuant to which RSUs are granted to a Selected Person(s), as described in Rule 5.3;

“**Group**” means the Company, its subsidiaries and companies whose financial results have been consolidated and accounted as the subsidiaries of the Company by virtue of the contractual arrangements; a “**member of the Group**” shall mean any of the aforesaid companies;

“**Hong Kong**” means the Hong Kong Special Administrative Region of the People’s Republic of China;

“**Individual Limit**” has the meaning ascribed to it in Rule 12 of the Scheme;

“**Listing Rules**” means the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;

“**Participant(s)**” means a Selected Person(s) who accepts the offer of the grant of RSUs in accordance with the terms of this Scheme;

“**PRC**” means the People’s Republic of China, and for the purpose of this Scheme, exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;

“**Relevant Period**” has the meaning as ascribed to it in Rule 12 of the Scheme;

“**Remuneration Committee**” means the remuneration committee of the Board established pursuant to the Listing Rules;

“**RSUs**” means restricted share units, each restricted share unit represents one underlying Share, and represent a conditional right granted to any Selected Person(s) under this Scheme to obtain Shares, less any tax, stamp duty and other charges applicable, as determined by the Board in its absolute discretion;

“**Rules**” means the rules of this Scheme as amended from time to time;

“**Scheme**” means the restricted share unit scheme constituted and governed by the rules in this document, as amended from time to time;

“**Scheme Mandate Limit**” has the meaning ascribed to it in Rule 12 of the Scheme;

“**Scheme Period**” means (i) the period of ten (10) years commencing from the Adoption Date, being August 29, 2019, or (ii) until this Scheme is terminated pursuant to Rule 16, whichever is earlier;

“**Selected Person(s)**” means Eligible Persons selected by the Board to be granted RSUs under this Scheme at its discretion;

“**Shares**” means Ordinary Shares of US\$0.0000002 each in the share capital of the Company (or such shares of the Company as shall result from re-classification, re-designation, sub-division or a consolidation of Ordinary Shares of the Company from time to time);

“**Stock Exchange**” means The Stock Exchange of Hong Kong Limited;

“**Trustee**” means the trustee(s) to be appointed by the Board to hold Shares for the purpose of this Scheme, which will be a professional trustee independent from and not connected with the Company or its connected persons;

“**Vesting Notice**” means a notice to be sent by the Company to each of the relevant Participants after the vesting criteria, conditions and time schedule have been reached, fulfilled, satisfied or waived, as described in Rule 6.2;

2.2 Headings are inserted for reference only and shall be ignored in the interpretation of these Rules. Unless the context otherwise requires, references herein to Rules are to provisions of these Rules, references to persons includes corporations and vice versa, singular includes the plural and vice versa and references to a gender shall include all genders.

2.3 References to any document in these Rules are to that document as amended, consolidated, supplemented, novated or replaced from time to time.

2.4 References to statutes, statutory provisions or the Listing Rules shall be construed as references to those statutes, provisions or rules as respectively amended or re-enacted or as their application is modified from time to time by other provisions (whether before or after the date of this Scheme).

3. DURATION AND ADMINISTRATION

3.1 Term of this Scheme

Subject to Rule 16, this Scheme shall be valid and effective for a period of ten (10) years, commencing on the Adoption Date. Since the Amendment Date, the previous share incentive plan shall be replaced in its entirety with this amended Scheme, provided that the RSUs granted before the Amendment Date shall continue to be effective and exercisable in accordance with the terms and conditions thereunder.

RSUs granted hereunder shall continue to be exercisable subject to the terms of this Scheme and in accordance with their terms of grant until the end of the Award Period.

3.2 Administration of Scheme

The Board has the power to administer this Scheme, including the power to construe and interpret these Rules and the terms of the RSUs granted under it. The Board may delegate the authority to administer this Scheme to a committee of the Board. The Board may also appoint one or more independent third-party contractors to assist in the administration of this Scheme and delegate such powers and/or functions relating to the administration of this Scheme as the Board thinks fit. The Board's determinations under this Scheme need not be uniform and may be made by it selectively with respect to persons who are granted, or are eligible to be granted, RSUs under it. If a director is a Participant he may, notwithstanding his/her own interest and subject to the Articles, vote on any Board resolution concerning this Scheme (other than in respect of his/her own participation in it), and may retain RSUs under it. Each Participant waives any right to contest, amongst other things, the value and number of RSUs or Shares or equivalent value of cash underlying the RSUs or Shares and the Board's administration of this Scheme.

3.3 Interpretation of Scheme

The decision of the Board as to all matters relating to this Scheme or its interpretation or effect shall be final and binding. In particular, the Board shall finally determine whether a person is eligible to participate in this Scheme.

3.4 Trustee

The Company may appoint trustee to assist with the administration and vesting of RSUs granted pursuant to this Scheme. The Company may (i) allot and issue Shares to the Trustee to be held by the Trustee and which will be used to satisfy the RSUs upon exercise and/or (ii) direct and procure the Trustee to receive existing Shares from any shareholder of the Company or purchase existing Shares (either on-market or off-market) to satisfy the RSUs upon exercise.

The Company shall procure that sufficient funds are provided to the Trustee by whatever means as the Board may in its absolute discretion determine to enable the Trustee to satisfy its obligations in connection with the administration of this Scheme.

~~In the event that new Shares are to be allotted and issued to the Trustee, such new Shares may be issued under general or specific mandates granted or to be granted by the Shareholders at general meetings of the Company from time to time. The Company will comply with the relevant Listing Rules when issuing the new Shares and application will be made to the Stock Exchange for the granting of the listing of, and permission to deal in, the new Shares to be issued to the Trustee pursuant to the RSU~~this Scheme.

All Shares underlying the RSUs granted and to be granted under ~~the RSU~~this Scheme will be transferred, allotted or issued to the Trustee. ~~The Trustee shall not exercise any voting rights in respect of the Shares held or to be held by~~ Unless as otherwise required under applicable laws, rules and regulations, the Trustee for the purpose holding unvested Shares of the RSU Scheme, whether directly or indirectly, shall abstain from voting on matters that require shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given.

4. ASSIGNMENT OF RSUS

Unless otherwise approved by the Board, the RSUs granted pursuant to this Scheme are personal to each Participant, and are not assignable. ~~Unless otherwise approved by the Board, and the Participants are prohibited from selling, transferring, assigning, charging, mortgaging, encumbering, hedging or creating any interest in favor of any other person over or in relation to any property held by the Trustee on trust for the Participants, the RSUs, or any interest or benefits therein, except for the transmission of RSUs on the death or incapacitation of the Participant to his personal representative(s) according to the terms of this Scheme or to a vehicle (such as a trust or a private company) for the benefit of the Participant and any family members of such Participant as separately waived in accordance with the Listing Rules. Unless otherwise approved by the Board, any breach of the foregoing shall entitle the Company to cancel any outstanding RSUs or part thereof granted to such Participant without incurring any liability on the part of the Company.~~

5. GRANT OF RSUS

5.1 Basis of eligibility for RSUs

Subject to Rules 5.2 and 5.6, the Board may select any Eligible Person for participation in this Scheme as a Selected Person(s). Unless so selected, no Eligible Person shall be entitled to participate in this Scheme. The basis of eligibility of any Selected Person(s) for the grant of RSUs shall be determined by the Board from time to time on the basis of their contribution to the development and growth of the Group or such other factors as the Board may deem appropriate.

The subscription price of the RSUs shall be such price as determined by the Board (or any duly authorized committee or person by the Board) in its absolute discretion at the time of the grant of the relevant RSUs (and shall be stated in the letter containing the offer of the grant of the RSUs). Without prejudice to the generality of the foregoing, the Board (or any duly authorized committee or person by the Board) may grant RSUs in respect of which the subscription price is fixed at different prices for different periods during the Award Period provided that the subscription price for Shares for each of the different period shall not be less than the subscription price determined in the manner set out in this Rule 5.

5.2 ~~Offer of grant~~Grant of RSUs

Subject to the limitations and conditions of this Scheme, the Board may, at its absolute discretion, grant RSUs to any Selected Person(s) on such terms and conditions as the Board thinks fit, provided that:

- (a) no RSUs shall be granted after the expiry of the term of this Scheme or after the earlier termination of this Scheme in accordance with Rule 16; and
- (b) RSUs that have lapsed in accordance with Rule 10 or for any other reasons can be re-granted by the Board.

5.3 Contents of the Grant Letter

Upon the grant of RSUs, a Grant Letter should be provided to the Selected Person(s) and such Grant Letter shall address, among other things, the following matters:

- (a) the Selected Person(s)'s name;
- (b) the manner of acceptance of the RSU;
- (c) the number of RSUs granted and the number of ~~Underlying~~underlying Shares represented by the RSUs;

- (d) the vesting criteria and conditions;
- (e) the vesting schedule;
- (f) the ~~exercise~~subscription price of the RSUs (where applicable); and
- (g) such other details and conditions as the Board shall determine and are not inconsistent with this Scheme.

The Grant Letter will require the Selected Person(s) to undertake to hold the ~~RSU~~RSUs on the terms on which it is granted and to be bound by the provisions of ~~the RSU~~this Scheme.

The Grant Letter shall serve as evidence of the grant of the RSUs and no further certificate shall be issued to the Selected Person(s).

5.4 Acceptance of RSUs

A Selected Person(s) may accept an offer of the grant of RSUs in such manner as set out in the Grant Letter. Once accepted, the RSUs are deemed granted from the date of the Grant Letter. Upon acceptance, the Selected Person(s) becomes a Participant in this Scheme.

5.5 Information to the Trustee

The Board shall, after any RSUs have been granted and duly accepted by the Participant(s), inform the Trustee of the name(s) of the Participant(s), the number of RSUs and the number of underlying Shares that can be acquired by each Participant upon ~~exercise~~vesting of the RSUs granted to each such Participant, the vesting schedule of RSUs (if any) and other terms and conditions (if any) that RSUs are subject to as determined by the Board.

5.6 Restriction on grant of RSUs

The Board may not grant any RSUs to any Selected Person(s) in any of the following circumstances:

- (a) the securities laws or regulations require that a prospectus or other offering documents be issued in respect of the grant of the RSUs or in respect of this Scheme, unless the Board determines otherwise;
- (b) ~~any member of the Board is in possession of unpublished inside information in relation to the Group or where dealings in the Shares by the Directors are prohibited under any code or requirement of the Listing Rules and all applicable laws, rules or regulations from time to time;~~

- (b) after inside information (as defined under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) has come to the Company's knowledge until (and including) the trading day after the Company has announced such information. In particular, the Company may not grant any RSUs during the period commencing one month immediately proceeding the earlier of:
- (i) the date of the meeting of the Board (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and
 - (ii) the deadline for the Company to publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules),
- and ending on the date of the results announcement. The period during which no RSUs may be granted will cover any period of delay in the publication of a results announcement;
- (c) where granting the RSUs would result in a breach by the Company, any member of our Group or any of their directors of any applicable securities laws, rules or regulations or require the issue of any share(s) by the Company fully-paid for a consideration less than the par value of such Share(s), or in any other circumstance which are prohibited under any applicable laws, rules or regulations from time to time; or
- (d) where such grant of RSUs would result in breach of the ~~limits of this Scheme~~ Mandate Limit as set out in Rule 12 or other rules of this Scheme.

No instructions shall be given to the Trustee to purchase Shares when the Board is in possession of unpublished inside information in relation to the Group or where dealings in the Shares by the Directors are prohibited or in any other circumstance which are prohibited under any code or requirement of the Listing Rules and all applicable laws, rules or regulations from time to time.

No grant of Award to a Director shall be allowed during the period prohibited by the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules. If any Award is proposed to be granted to a Director, it shall not be granted, accepted or vested on any day on which the financial results of the Company are published and during the period of: (i) 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and (ii) 30 days immediately preceding the publication date of the quarterly results (if any) and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results.

5.7 Grant to Directors, the Senior Management and Substantial Shareholders

~~Any~~Each grant of RSUs to the ~~Directors or senior management of the Group~~ must first be approved by the remuneration committee of the Company and any grant of RSUs to the ~~Directors and any other connected person of the Company~~ shall comply with all applicable laws, rules and regulations, including the Listing Rules and any corresponding code or securities dealing restrictions adopted by the Company. The Company will seek independent shareholders' approval for any grant of new Shares to the ~~Directors or any other connected person as required under Chapter 14A of the Listing Rules.~~a Director, the chief executive or a substantial shareholder of the Company or any of their respective associates (as defined in the Listing Rules) under this Scheme shall be subject to approval by the independent non-executive Directors (excluding independent non-executive Director who is a proposed receipt of the grant of RSUs). Each grant of RSUs to a Director, the chief executive or a senior management of the Company or any of their respective associates (as defined in the Listing Rules) under this Scheme shall be subject to the approval of the Remuneration Committee.

Where any grant of RSUs to the following person falls into any of the following:

- (a) any grant of options or awards to a substantial shareholder or an independent non-executive Director or any of their respective associates would result in the Shares issued and to be issued in respect of all options and awards granted (including options and awards that have been cancelled but excluding any options or awards lapsed in accordance with the terms of the respective share schemes) to such person in the Relevant Period representing in aggregate over 0.1% (or such other percentage as may from time to time be specified by the Stock Exchange) of the Shares in issue; or
- (b) any grant of awards (excluding grant of options) to a Director (other than an independent non-executive director) or chief executive of the Company, or any of their associates would result in the Shares issued and to be issued in respect of all awards granted (including awards that been cancelled but excluding any awards lapsed in accordance with the terms of the respective share schemes) to such person in the Relevant Period representing in aggregate over 0.1% (or such other percentage as may from time to time be specified by the Stock Exchange) of the Shares in issue,

such further grant of options and/or awards, as the case may be, must be approved by the Shareholders in such manner as required under the Listing Rules. A circular containing the information required under the Listing Rules shall be sent to the Shareholders in connection with the meeting at which their approval will be sought. The Participant, his or her associates and all core connected persons (as defined in the Listing Rules) of the Company must abstain from voting in favour at such general meeting.

6. VESTING AND EXERCISE OF RSUS

6.1 The Board may determine the vesting criteria, conditions and the time schedule when the RSUs will vest and such criteria, conditions and time schedule shall be stated in the Grant Letter. The periods over which the RSUs will vest shall not be less than 12 months or such other may exceed any minimum vesting periods prescribed from time to time by any laws, regulations or rules to which this Scheme may be subject, including the Listing Rules or regulations of any stock exchange on which the Shares may be listed and quoted. Furthermore the Shares to be issued and allotted to a Participant pursuant to the exercise of any RSU under this Scheme may or may not, at the discretion of the Board (or any duly authorized committee or person by the Board), be subject to any retention period.

The vesting period of RSUs granted to Participants may, at the discretion of the Board (or any duly authorized committee or person by the Board), be shorter under the following circumstances: (i) grants of “make-whole” share options or awards to new joinders to replace the share awards they forfeited when leaving their previous employers, (ii) grant to a participant whose employment is terminated due to death or disability or occurrence of any out of control event; (iii) grants of options or awards with performance-based vesting conditions, in lieu of time-based vesting criteria; (iv) grants that are made in batches during a year for administrative and compliance reason (may include share awards that should have been granted earlier but had to wait for a subsequent batch); (v) grant of awards with a mixed or accelerated vesting schedule such as where the awards may vest evenly over a period of 12 months; and (vi) grants of options or awards with a total vesting and holding period of more than 12 months.

There is no general requirement for any performance target that has to be achieved before the vest of any RSU except as otherwise imposed by the Board (or any duly authorized committee or person by the Board) and stated in the offer of grant of an RSU.

6.2 Within a reasonable time after the vesting criteria, conditions and time schedule have been reached, fulfilled, satisfied or waived, the Board shall send the Vesting Notice to each of the relevant Participants. The Vesting Notice will confirm the extent to which the vesting criteria, conditions and time schedule have been reached, fulfilled, satisfied or waived, and the number of Shares (and, if applicable, the cash or non-cash income, dividends or distributions and/or the sale proceeds of non-cash and non-scrip distributions in respect of those Shares) involved.

7. Exercise of RSUs

6.3 ~~7.1~~ RSUs held by a Participant that are vested as evidenced by the Vesting Notice may be exercised (in whole or in part) by the Participant serving an exercise notice in writing on the Trustee and copied to the Company. Any exercise of RSUs must be in respect of a Board Lot or an integral multiple thereof (except where the number of RSUs which remains unexercised is less than one Board Lot).

6.4 In an exercise notice, the Participant shall request the Trustee to, and the Board shall direct and procure the Trustee to within five (5) Business Days, transfer the Shares underlying the RSUs exercised (and, if applicable, the cash or non-cash income, dividends or distributions and/or the sale proceeds of non-cash and non-scrip distributions in respect of those Shares) to the Participant which the Company has allotted and issued to the Trustee as fully paid up Shares or which the Trustee has either acquired by purchasing existing Shares or by receiving existing Shares from any shareholder of the Company, subject to the Participant paying the ~~exercise~~subscription price (where applicable) and all tax, stamp duty, levies and charges applicable to such transfer to the Trustee or as the Trustee directs.

6.5 The Participant shall serve the exercise notice within three (3) months after receiving the Vesting Notice. The Trustee will not hold the Shares underlying the RSUs vested for the Participant after this three (3) months period. If the exercise notice is not served during this three (3) months period or the Shares underlying the RSUs exercised cannot be transferred to the Participant pursuant to the preceding paragraph due to the Participant not being able to provide sufficient information to effect the transfer, the RSUs vested or exercised (as the case may be) shall lapse unless otherwise agreed by the Board at its absolute discretion.

7. ACCELERATION OF VESTING

7.1 ~~7.2~~-Rights on a takeover

If a general offer to acquire the Shares (whether by takeover offer, merger, or otherwise in a like manner) is made to all of the shareholders of the Company (or shareholders other than the offeror and/or any person controlled by the offeror and/or any person acting in concert with the offeror) and the general offer to acquire the Shares is approved and the offer becomes or is declared unconditional in all respects, a Participant's RSUs will vest immediately, even if the vesting period has not yet commenced.

7.2 ~~7.3~~-Rights on a compromise or arrangement

If a compromise or arrangement between the Company and its shareholders or creditors is proposed in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies and a notice is given by the Company to its shareholders to convene a general meeting to consider and if thought fit approve such compromise or arrangement and such shareholders' approval is obtained, a Participant's RSUs will vest immediately, even if the vesting period has not yet commenced.

7.3 7.4-Rights on voluntary winding-up

If an effective resolution is passed during the Scheme Period for the voluntary winding-up of the Company (other than for the purposes of a reconstruction, amalgamation or scheme of arrangement), all outstanding RSUs shall be treated as having vested immediately. No Shares will be transferred, and no cash alternative will be paid, to the Participant, but the Participant will be entitled to receive out of the assets available in liquidation on an equal basis with the Company's shareholders such sum as they would have received in respect of the RSUs.

8. RESTRICTIVE COVENANTS

8.1 By accepting any RSUs granted hereunder, a Participant shall be deemed to have made the Restrictive Covenants set forth in this Rule 8 to and for the benefit of the Group.

8.2 The Participant hereby undertakes to the Group that he will not at any time whilst an employee, director, shareholder or otherwise interested in the Group (save in so far as is reasonably necessary to fulfil his duties to the Group) or at any time thereafter, directly or indirectly use or disclose or communicate to any person any information concerning the affairs, business methods, processes, systems, inventions, plans or research and development of the Group or those of its customers, clients or suppliers and which may be reasonably regarded as being confidential to the Group or to such persons (other than information which he is required to disclose by law or which is for the relevant time being in the public domain other than by reason of wrongful disclosure of the same by him) and will use his best endeavours to prevent the publication or disclosure of any such information by any third party.

8.3 The Participant undertakes to the Group that he will not, except with the prior written approval of the Company, be directly or indirectly concerned with or engaged or interested in any other business which is in any respect in competition with or similar to the business of the Group during his employment with the Group, save that this restriction shall not apply to any holding of Shares or other securities in the Company.

8.4 The Participant undertakes to the Group that:

- (a) for so long as he is employed by the Company or any other member within the Group he will devote his full time and attention to the business of the Group and will use his best endeavours to develop the business and interests of the Group and will not be concerned with any other (competitive or other) business; and

- (b) upon his ceasing (for any reason) to be employed by the Group he will not for a period of two (2) years from the date he ceases to be so employed, whether on his own account or on behalf of any other person, firm or company:
- (1) ~~(e)~~ solicit (in connection with any business of a type then carried on by the Group) interfere with or endeavour to entice away from any member within the Group any person, firm or company who at any time during the period of one year immediately preceding such cessation, was to his knowledge a material customer, client, supplier, agent, distributor, or an employee (not being a junior employee) or consultant (by whatever title called) of a member within the Group;
 - (2) ~~(d)~~ seek to interfere with the continuance of the supply of goods or services to any member within the Group or the terms of any such supply; ~~or~~
 - (3) ~~(e)~~ carry on, engage in or be concerned or interested either as principal or agent or as a shareholder, partner or employee of any other person in any business or activity which involves the offer, sale or supply of products or services to customers in the PRC or any other territory in which the Group offers such sale or supply for the relevant time being, competes with the business in which any member within the Group is or was engaged in the twelve months prior to the date he ceases to be employed by the Group; ~~or~~
 - (4) ~~(f)~~ use or allow the use by any third party of any name, logo or other intellectual property rights used by any member within the Group or any name or logo likely to be confused therewith otherwise than in the conduct of the business of the Group; ~~and/or~~
 - (5) ~~(g)~~ deal in the Shares which would violate (i) any applicable laws, regulations and rules in any relevant jurisdictions including, without limitation, the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), other Hong Kong securities laws, and the U.S. Securities Act of 1933, as amended from time to time, and (ii) any internal policy of the Company in connection with dealing in the Shares.

8.5 The Participant undertakes to the Group that he shall not, during either the course of his employment by the Group or for a period of two (2) years from the date he ceases to be employed by the Group, make, publish, or otherwise transmit any disparaging or defamatory statements, whether written or oral, regarding the Group or its employees, products, operations, procedures, policies, business or services.

9. RIGHTS ATTACHED TO RSUS AND SHARES

9.1 Rights attached to RSUs

A Participant does not have any contingent interest in any Shares underlying the RSUs unless and until such Shares are actually transferred to the Participant. Further, a Participant or the Trustee may not exercise voting rights in respect of the Shares underlying the RSUs prior to their vesting and exercise and, unless otherwise ~~specified by the Board in its entire discretion in the Grant Letter to the Participant~~ required by applicable laws and regulations, nor do they have any rights to any cash or non-cash income, dividends or distributions and/or the sale proceeds of non-cash and non-scrip distributions from any Shares underlying the RSUs.

9.2 Rights attached to Shares

Any Shares transferred to a Participant in respect of any RSUs will be subject to all the provisions of the Articles and will rank *pari passu* with the fully paid Shares in issue on the date of the transfer or, if that date falls on a day when the register of members of the Company is closed, the first day of the reopening of the register of members, and accordingly will entitle the holders to participate in all dividends or other distributions paid or made on or after the date of transfer or, if that date falls on a day when the register of members of the Company closed, the first day of the reopening of the register of members.

Unless as otherwise required under applicable laws, rules and regulations, the Trustee holding unvested Shares of the Scheme, whether directly or indirectly, shall abstain from voting on matters that require shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given.

10. LAPSE OF RSUs

~~10.1 Any unvested RSUs will automatically lapse immediately where~~ If at any time, a Participant:

- (a) ~~such Participant's employment or service terminates for any reason; or ceases to be an Eligible Person (as the case may be) by reason of (i) death or incapacitation, (ii) non-renewal of his or her employment contract (including post-retirement employment) upon expiry, (iii) voluntary resignation, (iv) retirement without post-retirement employment, (v) layoff, or (vi) discontinuance of relevant business segment or other internal reorganization; or~~
- (b) the Participant makes any attempt or takes any action to sell, transfer, assign, charge, mortgage, encumber, hedge or create any interest in favour of any other person over or in relation to any RSUs or any interests or benefits pursuant to the RSUs.

then any unvested RSUs will automatically lapse immediately, PROVIDED THAT none of the events set out under Rule 10.2 arises.

10.2 If at any time, a Participant:

- (a) ~~ceases to be an employee;~~ has been convicted of any criminal offence involving his or her integrity or honesty or on any other ground on which an employer would be entitled to terminate his or her employment at law or pursuant to any applicable laws or under the Participant's service contract with any member of the Group;
- (b) fails, during the course of his employment, to devote the whole of his time and attention to the business of the Group or to use his best endeavours to develop the business and interests of the Group, which would seriously damage the interests, image or reputation of the Group;
- (c) is concerned during the course of his employment with the Group (without the prior written consent of the Company) with any (competitive or other) business other than that of the Group, which would seriously damage the interests, image or reputation of the Group; and/or
- (d) is in breach of his contract of employment with or any other obligation to the Group (including without limitation the restrictive covenants set out in Rule 8),

then all vested but unexercised RSUs and unvested RSUs shall automatically lapse and such Participant shall have no claim whatsoever in respect of the RSUs or the underlying Shares.

Save for this Rule 10, there is no other clawback mechanism to recover or withhold the remuneration (which may include any awards granted) to any Selected Persons in any event.

11. CANCELLATION OF RSUS

11.1 The Board may at its discretion cancel any RSU that has not vested or lapsed, provided that:

- (a) the Company or any member of the Group pay to the Participant an amount equal to the fair value of the Shares underlying the RSU at the date of the cancellation as determined by the Board, after consultation with the Auditors or an independent financial adviser appointed by the Board;
- (b) the Company or the relevant member of the Group provides to the Participant a replacement award (or a grant or option under any other restricted share unit scheme, share option scheme or share-related incentive scheme) of equivalent value to the RSUs to be cancelled; or
- (c) the Board makes any arrangement as the Participant may agree in order to compensate him/her for the cancellation of the RSUs.

11.2 Cancelled RSUs will be regarded as utilized for the purpose of calculating the Scheme Mandate Limit. Where the Company cancels RSUs and issues new ones to the same Participant, the issue of such new RSUs may only be made under a scheme with available unissued RSUs within the limit as mentioned in Rule 12.

12. MAXIMUM NUMBER OF RSUS GRANTED UNDER THIS SCHEME

12.1 **Scheme Mandate Limit**

The Shares which may be issued in respect of all options and awards to be granted under this Scheme and other share schemes of the Company (including options and awards that have been cancelled but excluding any options or awards lapsed in accordance with the terms of the respective share schemes) shall not exceed 10% of the total number of Shares in issue on the Amendment Date or the date of approving the refreshment of such limit (“Scheme Mandate Limit”).

12.2 **Renewal of Scheme Mandate Limit**

Subject to Rule 12.1, the Company may seek approval of the Shareholders in general meeting for refreshing the Scheme Mandate Limit every three years after the Amendment Date or the shareholder approval date of the last refreshment, as the case may be. Any refreshment within any three year period must be approved by shareholders of the Company subject to the following or other terms under the applicable listing rules and laws and regulations: (i) any controlling shareholders (as defined in the Listing Rules) and their associates (or if there is no controlling shareholders, Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates) must abstain from voting in favor of the relevant resolutions at the general meeting; and (ii) the Company must comply with the requirement of independent shareholder approval. A circular containing the information required under the Listing Rules shall be sent to the Shareholders in connection with the meeting at which their approval will be sought.

The maximum number of Shares referred to in this Rule 12 shall be adjusted, in such manner as the auditors or the independent financial adviser of the Company retained for such purpose shall certify to be appropriate, fair and reasonable in the event of any alteration in the capital structure of the Company in accordance with Rule 13.

12.3 **Individual Limit**

The total number of Shares issued and to be issued in respect of all the options and awards granted to each Eligible Person under the Scheme and any other share schemes of the Group (including options and awards that have been cancelled but excluding any options or awards lapsed in accordance with the terms of the respective share schemes) in any twelve (12) month period up to and including the date of such grant (the “Relevant Period”) shall not exceed 1% of the Shares in issue (the “Individual Limit”) from time to time. Any further grant to a

Selected Person which would result in the Shares issued and to be issued exceeding the Individual Limit shall be subject to the Shareholders' approval in general meeting with such Selected Persons and his or her close associates (as defined under the Listing Rules, or his or her associate if the Selected Person is a connected person) abstaining from voting. A circular containing the information required under the Listing Rules shall be sent to the Shareholders. The number and terms (including the subscription price) of the options and awards to be granted to such Selected Person must be fixed before the Shareholders' approval is sought and the date of the meeting of the Board for proposing such further grant of RSUs should be taken as the date of grant for the purpose of calculating the subscription price, as applicable.

13. REORGANISATION OF CAPITAL STRUCTURE

~~In the event of any capitalization issue, rights issue, consolidation, sub-division or reduction of the share capital of the Company, the Board may make such equitable adjustments, designed to protect the Participants' interests, to the number of Shares underlying the outstanding RSUs or to the amount of the equivalent value, as it may deem appropriate at its absolute discretion.~~

In the event of any alteration in the capital structure of the Company, such as capitalization issue, bonus issue, rights issue, consolidation, sub-division and reduction of the share capital of the Company, the Board may make equitable adjustments that it considers appropriate in accordance with the guidance of the Stock Exchange issued from time to time and as the Auditors or the independent financial adviser of the Company retained for such purpose shall certify in writing to the Board to be in their opinion fair and reasonable, PROVIDED THAT any alteration shall be made on the basis that the proportion of the issued share capital of the Company to which a Participant is entitled after such alteration shall remain the same, rounded to the nearest whole Share, as that to which he or she was entitled before such alteration, and that the aggregate subscription price (if any) payable by a Participant on the full exercise of any awards or options after such alteration shall remain as nearly as possible the same (but shall not be greater than) as it was before such event, but no such alteration shall be made the effect of which would be to enable any Share to be issued at less than its nominal value, or to give the advantage of Participants without specific prior Shareholders' approval. No adjustment will be required in circumstances where there is an issue of Shares or other securities of the Group as consideration in a transaction.

In addition, in respect of any such alteration as provided in this Rule 13 other than any made on a capitalisation issue, the Auditors or the independent financial adviser of the Company retained for such purpose must confirm in writing to the Board that the alteration satisfy the requirements of the relevant provision of the Listing Rules and any guidance letter issued by the Stock Exchange from time to time.

The capacity of the Auditors or the independent financial adviser of the Company (as the case may be) in this Rule 13 is that of experts and not of arbitrators and their certification shall, in the absence of manifest error, be final and binding on the Company and the Participants.

The costs of the Auditors or the independent financial adviser of the Company (as the case may be) shall be borne by the Company.

14. DISPUTES

The Board shall determine any question of interpretation and settle any dispute arising under or in connection with this Scheme. In such matters, the Board's decision shall be final.

15. AMENDMENT OF THIS SCHEME

15.1 Subject to Rules 15.2 and 15.3 below and the compliance with the Listing Rules, the Board may amend any of the provisions of the Scheme (including without limitation to amendments in order to comply with changes in legal or regulatory requirements and amendments in order to waive any restrictions, imposed by the provisions of this Scheme, which are not found in Chapter 17 of the Listing Rules) at any time.

15.2 ~~Save as provided in~~ Those specific provisions of this Scheme, the Board may alter any which relate to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of the Eligible Persons, and no changes to the authority of the Board or the administrator of this Scheme in relation to any alteration of the terms of this Scheme at any time. Written notice of any amendment to this Scheme shall be given to all Participants shall be made, without the prior approval of the Shareholders. Any alterations to the terms and conditions of this Scheme which are of a material nature or any changes to the terms of the RSUs granted which shall operate to affect materially adversely any subsisting rights of any Participant shall be subject to the consent of the Participants amounting to three-fourths in nominal value of all underlying RSUs so held by the Participants on the date of the relevant resolution passed by our Board in approving the amendment of this Scheme or the terms of the RSUs granted (as the case may be), except where the alterations or changes take effect automatically under the existing terms of this Scheme. The Board's determination as to whether any proposed alteration to the terms and conditions of this Scheme or the terms of the RSUs granted (as the case may be) is material shall be conclusive, must also, to be effective, be approved by the Shareholders. This Scheme so altered must comply with the applicable provisions of the Listing Rules.

15.3 Subject to compliance with the Listing Rules, any change to the terms of the RSUs granted to a Participant must be approved by the Board, the Remuneration Committee, the independent non-executive Directors and/or the shareholders of the Company, as the case may be, if the initial grant of the RSUs was approved by the Board, the Remuneration Committee, the independent non-executive Directors and/or the shareholders of the Company, correspondingly. This requirement does not apply to the alterations take effect automatically under the existing terms of this Scheme. This Scheme so altered must comply with the applicable provisions of the Listing Rules.

16. TERMINATION OF THIS SCHEME

The Board may terminate this Scheme at any time before the expiry of the Scheme Period. The provisions of this Scheme shall remain in full force and effect in respect of RSUs which are granted pursuant to these Rules prior to the termination of the operation of this Scheme. No further RSU shall be granted after such termination; however, all RSUs granted prior to such termination and not vested or exercised on the date of termination shall remain valid. The Company or the relevant member of the Group shall notify the Trustee and all Participants of such termination and of how any property held by the Trustee on trust for the Participants (including, but not limited to, any Shares held) and the outstanding RSUs shall be dealt with.

17. MISCELLANEOUS**17.1 Costs of this Scheme**

The Company shall bear the costs of establishing and administering this Scheme. For the avoidance of doubt, all stamp duty and/or transfer tax or duty and any other charges payable upon the transfer of the Shares to the Participant upon exercise of the RSUs shall be borne by the Participant.

17.2 Notices

- (i) Any notice or other document which has to be given to a Selected Person(s) or a Participant under or in connection with this Scheme may be delivered to the Selected Person(s) or the Participant or sent by post or facsimile transmission or e-mail to him at his home postal address, home or work e-mail address or facsimile number according to the records of his employing company or such other address as the Company reasonably considers appropriate.
- (ii) Any notice or other document which has to be given to the Company under or in connection with this Scheme may be delivered or sent by post to it at its registered office (or such other place as the Board may from time to time decide and notify to the Participants and/or the Trustee) or by facsimile transmission to the central facsimile number of the Company.
- (iii) Any notice or other document which has to be given to the Trustee under or in connection with this Scheme may be delivered or sent by post to it at its registered office (or such other place as the Trustee may from time to time decide and notify to the Company and/or the Participants) or by facsimile transmission to the central facsimile number of the Trustee or the work e-mail address of a designated person of the Trustee as notified by the Trustee to the Company.

- (iv) Any notice or other document if given by a Selected Person(s) or a Participant shall be irrevocable and shall not be effective until actual receipt by the Trustee or the Company (as the case may be).
- (v) Notices sent by post will be deemed to have been given by the Company or the Trustee on the first day after the date of posting, and by the Participant on the date of receipt by the Board or the Trustee (as the case may be). Notices served by hand will be deemed to be served when delivered.

17.3 Responsibility for obtaining consents

A Participant shall be responsible for obtaining any governmental or other official consent that may be required in order to permit the acceptance or exercise of the RSUs. The Company and the Trustee shall not be responsible for any failure by a Participant to obtain any such consent and shall not be liable for any cost incurred in obtaining such consent.

17.4 Responsibility for tax etc.

Subject to Rule 17.1, the Company and the Trustee shall not be liable for any tax or other liability to which a Participant may become subject as a result of his or her participation in this Scheme.

17.5 No other rights

This Scheme shall not confer on any person any legal or equitable rights (other than those constituting the RSU(s) themselves) against the Company directly or indirectly or give rise to any cause of action at law or in equity against the Company.

17.6 Discretionary Scheme

This Scheme is discretionary and shall not form part of any contract (whether a contract of employment or otherwise) between the Company or any member of the Group and any Eligible Person and/or Selected Person(s). The rights and obligations of any Eligible Person under the terms of his/her office or employment shall not be affected by his/her participation in this Scheme. This Scheme shall give an Eligible Person no additional rights to compensation or damages in consequence of the termination of his/her office or employment.

17.7 Power to adopt operational rules

The Board may from time to time adopt such operational rules as it may deem fit for the purpose of giving effect to or implementing this Scheme (including but not limited to formulating rules which restrict the exercise of the RSUs granted or to be granted or otherwise impose restrictions on the Participant), provided that such rules do not conflict with these Rules or contravene any of the applicable laws or regulations.

17.8 Governing law and jurisdiction

This Scheme and all RSUs granted under it shall be governed by and construed in accordance with the laws of Hong Kong~~law~~.

The Hong Kong courts shall have the exclusive jurisdiction to determine any claim, dispute or difference arising out of or in connection with this Scheme or any RSUs granted under it.



WANKA ONLINE INC.

萬咖壹聯有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1762)

Notice is hereby given that the annual general meeting (the “**Annual General Meeting**”) of Wanka Online Inc. (the “**Company**”) will be held at 4/F, Building No. B22, Universal Business Park, No. 10 Jiuxianqiao Road, Chaoyang, Beijing, People’s Republic of China on Friday, 9 June 2023 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 2022.
2.
 - (a) To re-elect Mr. ZHENG Wei as non-executive Director;
 - (b) To re-elect Mr. CHEN Baoguo as independent non-executive Director;
 - (c) To re-elect Mr. JIN Yongsheng as independent non-executive Director;
 - (d) To re-elect Ms. JIANG Yu as executive Director;
 - (e) To re-elect Mr. YU Limin as independent non-executive Director; and
 - (f) 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

* for identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose in accordance with all applicable laws, rules and regulations;

- (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;

NOTICE OF ANNUAL GENERAL MEETING

- (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.

NOTICE OF ANNUAL 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.”

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

“**THAT** the proposed amendments to the 2019 Share Incentive Scheme (a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification) be and are hereby approved and adopted in all respects, and that Directors be and are hereby authorised to grant the awards thereunder, and do all such acts and execute all such documents as he/she may deem necessary or expedient in order to give full effect to the implementation of the Amended 2019 Share Incentive Scheme.”

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

“**THAT** the Scheme Mandate Limit on the total number of Shares that may be issued in respect of all options and awards to be granted to the eligible participants under all the share schemes of the Company be and is hereby approved and adopted.”

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

Hong Kong, 25 April 2023

* *for identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 Wednesday, 7 June 2023) 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 Tuesday, 6 June 2023 to Friday, 9 June 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 5 June 2023.

As at the date of this notice, the Board of Directors of the Company comprises Mr. GAO Dinan, Mr. NIE Xin and Ms. JIANG Yu as executive Directors; Mr. ZHENG Wei as non-executive Director; and Mr. CHEN Baoguo, Mr. JIN Yongsheng and Mr. YU Limin as independent non-executive Directors.