
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

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

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Yeahka 移卡

YEAHKA LIMITED

移卡有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9923)

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

The notice convening the Annual General Meeting of YEAHKA LIMITED to be held at 6/F, Unit 3, Building C, Kexing Science Park, 15 Keyuan Road, Nanshan District, Shenzhen, China on Wednesday, June 5, 2024 at 10:30 a.m. is set out on pages 20 to 24 of this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:30 a.m. (Hong Kong time) on Monday, June 3, 2024) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish. For the avoidance of doubt, holders of treasury Shares (if any) shall abstain from voting at the Company's general meeting.

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

April 26, 2024

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
Introduction	4
Proposed Granting of General Mandates to Issue and to Repurchase Shares	5
Proposed Re-election of Retiring Directors	6
Closure of Register of Members	7
Annual General Meeting and Proxy Arrangement	7
Live Webcast for the Annual General Meeting	8
Responsibility Statement	9
Recommendation	9
 Appendix I – Explanatory Statement on Repurchase Mandate	
10	
 Appendix II – Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting	
14	
 Notice of Annual General Meeting	
20	

This circular is prepared in both English and Chinese.

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

DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 6/F, Unit 3, Building C, Kexing Science Park, 15 Keyuan Road, Nanshan District, Shenzhen, China on Wednesday, June 5, 2024 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the Annual General Meeting set out on pages 20 to 24 of this circular or any adjournment thereof
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act (as revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“Company” or “our Company”	YEAHKA LIMITED (移卡有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 9923)
“Convertible Bonds”	the US\$70 million 6.25% convertible bonds due 2027 issued by the Company in July 2022, which are listed on the Stock Exchange (Debt Stock Code: 5344)
“Director(s)”	the director(s) of the Company
“ESG Committee”	the environmental, social and governance committee of the Company
“General Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue and deal with Shares (including any sale and transfer of Shares out of treasury that are held as treasury Shares on or after the Listing Rules Amendment Effective Date) not exceeding 20% of the total number of the Shares in issue (excluding treasury Shares) as at the date of passing of the relevant resolution granting such mandate, the details of which are set out in paragraph 2(a) of the Letter from the Board

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	April 17, 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Listing Rules Amendment Effective Date”	the date on which the proposed amendments to Listing Rules relating to treasury shares will come into effect, i.e., June 11, 2024
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company, as amended from time to time
“PRC”	the People’s Republic of China
“Prospectus”	the prospectus of the Company dated May 20, 2020 in relation to the global offering of the Company
“Proxy form”	the proxy form use at the AGM
“Register of Members”	the register of members of the Company
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue (excluding treasury Shares) as at the date of passing the relevant resolution granting such mandate (and the Company may hold the Shares so repurchased in treasury on or after the Listing Rules Amendment Effective Date)
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Share(s)”	the ordinary share(s) of US\$0.000025 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“treasury Shares”	has the meaning ascribed to it under the Listing Rules which will come into effect on the Listing Rules Amendment Effective Date
“US\$”	United State dollars, the lawful currency for the time being of the United States
“Webcast”	a live webcast through which Shareholders may view and participate in the AGM
“%”	per cent

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

LETTER FROM THE BOARD

Yeahka 移卡

YEAHKA LIMITED

移卡有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9923)

Executive Directors:

Mr. Liu Yingqi (Chairman and
Chief Executive Officer)

Mr. Yao Zhijian

Mr. Luo Xiaohui

Registered office:

Vistra (Cayman) Limited

P.O. Box 31119 Grand Pavilion

Hibiscus Way, 802 West Bay Road

Grand Cayman, KY1-1205

Cayman Islands

Non-executive Director:

Mr. Akio Tanaka

Headquarters:

19/F A4 Building

Kexing Science Park

15 Keyuan Road, Nanshan District

Shenzhen, China

Independent non-executive Directors:

Mr. Tam Bing Chung Benson

Mr. Yao Wei

Mr. Yang Tao

Principal Place of Business in Hong Kong:

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

April 26, 2024

To the Shareholders

Dear Sir/Madam,

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

1. INTRODUCTION

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

LETTER FROM THE BOARD

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

At the annual general meeting of the Company held on June 5, 2023, the Directors were granted by the then Shareholders (i) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal value of Shares in issue as at the date of passing the resolution; (ii) a general unconditional mandate to repurchase Shares up to 10% of the aggregate nominal value of Shares in issue as at the date of passing the resolution; and (iii) to extend the general unconditional mandate of (i) above by the addition of an amount of Shares repurchased pursuant to the general unconditional mandate of (ii) above, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the Company's share capital in issue as at the date of passing the resolution. Such general mandates will expire at the conclusion of the forthcoming AGM.

At the AGM, separate ordinary resolutions will be proposed:

- (a) to grant the general mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares (including any sale and transfer of treasury Shares on or after the Listing Rules Amendment Effective Date) not exceeding 20% of the total number of Shares in issue (excluding treasury Shares) as at the date of passing the resolution. The General Mandate will remain in effect until the earliest of the conclusion of the next annual general meeting of the Company, the end of the period within which the next annual general meeting of the Company is required to be held by the Memorandum and Articles of Association or any applicable law or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. Based on 443,012,442 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased prior to the date of the AGM, the Directors will be authorised to issue (and sell and transfer out of treasury on or after the Listing Rules Amendment Effective Date) up to 88,602,488 Shares under the General Mandate;
- (b) to grant the Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase issued Shares (and the Company may hold the Shares so repurchased in treasury on or after the Listing Rules Amendment Effective Date) subject to the criteria set out in Appendix I to this circular. Under the Repurchase Mandate, the maximum number of Shares that the Company may repurchase shall not exceed 10% of the aggregate number of the Shares in issue (excluding treasury Shares) as at the date of passing the resolution. As at the Latest Practicable Date, the number of Shares in issue is 443,012,442 Shares. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and assuming no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 44,301,244 Shares. The Repurchase Mandate will remain in effect until the earliest of the conclusion of the next annual general meeting of the Company, the end of the period within which the next annual general meeting of the Company is required to be held by the Memorandum and Articles of Association or any applicable law or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company; and

LETTER FROM THE BOARD

- (c) subject to the passing of the aforesaid ordinary resolutions granting the General Mandate and the Repurchase Mandate, to extend the number of Shares to be issued and allotted (and to be sold or transferred out of treasury that are held as treasury Shares on or after the Listing Rules Amendment Effective Date) under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

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

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

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

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

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

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

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

LETTER FROM THE BOARD

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

Mr. Tam Bing Chung Benson is a member of The Institute of Chartered Accountants in England and Wales. Mr. Tam obtained a master's degree in science from University of Oxford and a bachelor's degree in science (engineering) in civil engineering from Imperial College of Science and Technology of the University of London. He has extensive investment management experience. Mr. Tam is the chairman of a China-based family investment platform. Mr. Tam has also served as a director of a company listed on National Equities Exchange and Quotations, an independent non-executive director of a listed company in Hong Kong, and an independent director of a company listed on NASDAQ.

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

4. CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Friday, May 31, 2024 to Wednesday, June 5, 2024 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM scheduled to be held on Wednesday, June 5, 2024. The record date will be Friday, May 31, 2024. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, May 30, 2024.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

Set out on pages 20 to 24 of this circular is a notice convening the AGM at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve, among other matters, (i) general mandates to issue Shares and to repurchase Shares; and (ii) the re-election of retiring Directors.

Enclosed with this circular is a proxy form for use at the AGM. Whether or not you are able to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 10:30 a.m. on Monday, June 3, 2024) before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM and any adjournment thereof should you so wish. In the event that a Shareholder having lodged a proxy form attends the AGM, his proxy form will be deemed to have been revoked.

LETTER FROM THE BOARD

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

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

Holders of treasury Shares (if any) shall abstain from voting on matters that require shareholders' approval at the Company's general meetings.

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

6. LIVE WEBCAST FOR THE ANNUAL GENERAL MEETING

Shareholders who choose not to attend the AGM in person may access the AGM through a live webcast. Subject to prior registration and completion of identity verification, Shareholders may view and participate in the AGM through a live webcast which can be accessed by using a smart phone, computer, tablet device or any device installed with the relevant app. Shareholders will be able to access the Webcast using the same link at the start of the AGM until its conclusion. Any Shareholder who wishes to access the AGM by Webcast must send his/her full name, phone number and registered address to this email address: irteam@yeahka.com not less than 72 hours before the appointed time and date of the AGM. Shareholders are required to provide identification documents to show identity and enable the Company to check against its Shareholders' records. Shareholders having completed registration and identity verification will be provided the web link and/or password to access the Webcast at the start of the AGM until conclusion. Shareholders who are given the web link and/or password of the Webcast should not share such information to anyone else.

Shareholders having completed registration and identity verification can submit questions to the Board not less than 48 hours in advance of the AGM via this email address: ir-team@yeahka.com. Subject to the discretion of the chairman of the AGM as to the proper conduct of the meetings, questions relevant to the business of the AGM will be addressed by the Board during the AGM.

No remote voting system will be provided at the Webcast. If Shareholders wish to exercise the voting rights at the AGM, they are recommended to cast their vote by posting their proxy forms in advance of the AGM and appointing the chairman of the AGM or any other person to attend, speak and vote on their behalf at the AGM. In appointing the chairman of the AGM or other person as proxy, Shareholders (whether individual or corporate) must give specific instructions on voting in the Proxy Forms, the duly completed and signed Proxy Forms

LETTER FROM THE BOARD

must be returned to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the AGM, failing which the appointment will be treated as invalid. If you are not a registered Shareholder, e.g. if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited, you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of a proxy. For the avoidance of doubt, presence at the Webcast is not counted as quorum or attendance of the AGM, and will not revoke any proxy instrument previously delivered to the Company by the same Shareholder.

7. RESPONSIBILITY STATEMENT

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

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

8. RECOMMENDATION

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

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

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

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

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 443,012,442 Shares in issue. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased or cancelled after the Latest Practicable Date and up to the date of passing such resolution at the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 44,301,244 Shares, representing 10% of the existing issued Shares (excluding treasury Shares) as at the date of the passing of the relevant resolution at the AGM.

2. REASONS FOR REPURCHASES

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

3. FUNDING OF REPURCHASES

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

A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, any repurchases by the Company may be made out of the profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, subject to the Cayman Companies Act, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Cayman Companies Act, out of capital.

There could be a material adverse impact on the working capital and/or gearing position of our Company (as compared with the position disclosed in the latest audited consolidated financial statements contained in the annual report of the Company for the year ended December 31, 2023) in the event that the Repurchase Mandate were to be carried out in full at any time during the share repurchase period. However, the Directors do not propose to exercise the general mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

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

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

5. EFFECT OF TAKEOVERS CODE

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

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Creative Brocade International Limited was deemed to be interested in 160,562,070 Shares for the purpose of the SFO, representing 36.24% of the total number of the issued Shares (excluding treasury Shares). Creative Brocade International Limited is owned as to (i) 99.9% by Brocade Creation Investment Limited, which is wholly-owned by Brocade Creation Limited, the holding vehicle used by Cantrust (Far East) Limited (the trustee of the Brocade Creation Trust); and (ii) 0.1% by Creative Brocade Ltd., which is wholly-owned by Mr. Liu Yingqi, the chairman, executive Director and chief executive officer of the Company. The Brocade Creation Trust is a discretionary trust established by Mr. Liu Yingqi (as the settlor) and the discretionary beneficiary is Mr. Liu Yingqi. Ms. Luo Haiying is the spouse of Mr. Liu Yingqi. Therefore, each of Mr. Liu Yingqi, Ms. Luo Haiying, Cantrust (Far East) Limited, Brocade Creation Limited and Brocade Creation Investment Limited is deemed under the SFO to be interested in the 160,562,070 Shares held by Creative Brocade International Limited.

In the event that the Directors exercise in full the Repurchase Mandate, the deemed interests in the Company for the purpose of the SFO of each of Mr. Liu Yingqi, Ms. Luo Haiying, Creative Brocade International Limited, Cantrust (Far East) Limited, Brocade Creation Limited and Brocade Creation Investment Limited would be up to approximately 40.27% of the total number of the issued Shares (excluding treasury Shares) and such increase may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors have no present intention to repurchase the Shares to such an extent as will trigger the obligations under the Takeovers Code to make a mandatory offer.

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

6. SHARE REPURCHASE MADE BY THE COMPANY

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

7. STATUS OF REPURCHASED SHARES

The Company may cancel any repurchased Shares and/or hold them as treasury Shares subject to market conditions and the capital management needs of the Company at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

8. GENERAL

The Directors will exercise the powers of the Company to repurchase pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Memorandum and Articles of Association and the applicable laws of the Cayman Islands.

Neither the Explanatory Statement nor the Repurchase Mandate has any unusual features.

9. SHARE PRICES

During each of the previous twelve months to the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	24.30	20.00
May	22.30	19.04
June	22.25	16.60
July	19.16	17.06
August	19.18	14.12
September	16.00	14.16
October	15.80	13.62
November	16.32	13.68
December	14.72	13.24
2024		
January	14.82	12.12
February	14.14	11.80
March	12.90	11.78
April (up to the Latest Practicable Date)	12.44	10.02

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

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

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

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

Mr. Yao Zhijian

Position and experience

Mr. Yao Zhijian (姚志堅), aged 43, was appointed as our Director on January 3, 2019 and was re-designated as an executive Director on November 4, 2019. He was appointed as chief financial officer of our Company on October 24, 2011 and is responsible for overseeing the financial and accounting affairs of our Group, capital and financial management and assisting the chief executive officer in organizational structure of our Group. Mr. Yao has been the chief financial officer and senior vice president of Shenzhen Yeahka since he joined our Group in October 2011 and the general manager of the finance department of Leshua Technology since October 2013, where he was responsible for the capital and financial management. He has also been a director of Yeahka HK since December 2018. He is a member of the ESG Committee.

Mr. Yao has over 19 years of experience in the financial and accounting industry. Prior to joining our Group, Mr. Yao first served as an accountant and was promoted to financial officer of Shenzhen Baode Shipping Co., Ltd. (深圳市保得海運有限公司), a shipping company, from December 2004 to October 2011 with his last position being the chief financial officer. He was the tax supervisor of Walmart Business Consulting (Shenzhen) Co., Ltd. (沃爾瑪商業諮詢(深圳)有限公司), a company engaged in global retail, from January 2004 to December 2004. From August 2002 to December 2003, he served as the financial officer of Shenzhen Zhongtianyuan Industry Co., Ltd. (深圳市中天元實業有限公司), a concrete processing company.

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

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

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

Length of service

Mr. Yao has entered into a service agreement with the Company for an initial fixed term of three years commencing from April 30, 2023. The service agreement may be terminated in accordance with its terms.

Director's emoluments

Mr. Yao is entitled to receive an annual salary of RMB1,020,000 from the Company for acting as an executive Director in addition to an annual discretionary bonus as determined by the Board with reference to his experience, knowledge, qualification, duties and responsibilities within the Group and the prevailing market conditions.

Relationships

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

Interest in Shares

As at the Latest Practicable Date, Mr. Yao was interested in 2,914,579 Shares and 300,000 underlying Shares pursuant to the share options granted to him on January 7, 2021 under the share option scheme adopted by the Company on October 13, 2020. Save as disclosed above, Mr. Yao is not interested or deemed to be interested in the shares of the Company, underlying shares of the Company or the shares of its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

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

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

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

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Tam Bing Chung Benson

Position and experience

Mr. Tam Bing Chung Benson (譚秉忠), aged 60, was appointed as an independent non-executive Director on December 6, 2019. He is responsible for providing independent advice and judgment to our Board. Mr. Tam is a member of the audit committee, remuneration committee and nomination committee of our Company.

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

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

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

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

Length of service

Mr. Tam has signed a letter of appointment with the Company for a fixed term of three years commencing from April 30, 2023. The letter of appointment may be terminated in accordance with its terms.

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

Director's emoluments

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

Relationships

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

Interest in Shares

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

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

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

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

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

NOTICE OF ANNUAL GENERAL MEETING

Yeahka 移卡

YEAHKA LIMITED

移卡有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9923)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**Annual General Meeting**”) of YEAHKA LIMITED (the “**Company**”) will be held at 6/F, Unit 3, Building C, Kexing Science Park, 15 Keyuan Road, Nanshan District, Shenzhen, China on Wednesday, June 5, 2024 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments the following resolutions as ordinary resolutions or special resolution (as the case may be) of the Company:

ORDINARY RESOLUTIONS

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

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “**Director(s)**”) and auditors of the Company (the “**Auditors**”) for the year ended December 31, 2023.
2. (a) To re-elect the following retiring Directors of the Company:
 - i. Mr. Liu Yingqi as an executive Director of the Company;
 - ii. Mr. Yao Zhijian as an executive Director of the Company; and
 - iii. Mr. Tam Bing Chung Benson as an independent non-executive Director of the Company.
- (b) To authorise the board of the Directors to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as the Auditors and authorise the board of the Directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. “That:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (including any sale and transfer of shares of the Company out of treasury that are held as treasury shares on or after the date on which the proposed amendments to The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited relating to treasury shares come into effect, i.e., June 11, 2024 (the “**Listing Rules Amendment Effective Date**”)) or securities convertible into shares, or options, warrants or similar rights to subscribe for shares (including treasury shares) or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and issued by the Directors during the Relevant Period pursuant to the approval in paragraph (a) above (including any sale and transfer of shares of the Company out of treasury that are held as treasury shares on or after the Listing Rules Amendment Effective Date), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the memorandum and articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% of the total number of shares of the Company in issue (excluding treasury shares) as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares of the Company that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation and subdivision shall be the same, the said approval shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this resolution:

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

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

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

5. “**That:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares of the Company (and the Company may hold the shares so repurchased in treasury on or after the Listing Rules Amendment Effective Date), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares at a price determined by the Directors;

NOTICE OF ANNUAL GENERAL MEETING

(a) the total number of shares of the Company which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the shares of the Company in issue (excluding treasury shares) as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares of the Company that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation and subdivision shall be the same, and the said approval shall be limited accordingly; and

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

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

By order of the Board
YEAHKA LIMITED
Liu Yingqi
Chairman

Hong Kong, April 26, 2024

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

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman in good faith, decides to allow a resolution purely relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Company's memorandum and articles of association and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. For the avoidance of doubt, holders of treasury Shares (if any) shall abstain from voting at the Company's general meeting. A shareholder may appoint any number of proxies to represent him and vote on his behalf at the above meeting. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the above meeting (i.e. not later than 10:30 a.m. (Hong Kong time) on Monday, June 3, 2024) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Closure of Register of Members

For the purpose of determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, May 31, 2024 to Wednesday, June 5, 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Thursday, May 30, 2024.

In the event that the Annual General Meeting is adjourned to a date later than Wednesday, June 5, 2024 because of bad weather or other reasons, the book closure period and record date for determination of entitlement to attend and vote at the above meeting will remain the same as stated above.

5. Bad Weather Arrangements

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

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

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

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