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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)

GRANT OF RESTRICTED SHARE UNITS USING EXISTING SHARES

On March 28, 2025, the Company granted a total of 7,194,626 RSUs pursuant to the RSU Scheme to a total of 583 RSU Grantees. The RSUs granted represent 7,194,626 underlying Shares and approximately 1.6% of the issued Shares (excluding treasury shares) as at the date of this announcement. Upon satisfaction of the relevant vesting conditions, the RSU Trustees will transfer all the underlying Shares directly to the RSU Grantees and no new Shares will be issued as a result of the grant of RSUs.

The grant of RSUs demonstrates the Company's continuous intention to retain and motivate key employees and personnel who have made significant contributions to the Group. The Board is confident in the business growth outlook and the financial conditions of the Group. The Group will continue to enhance its domestic business and at the same time develop its overseas business and expand the application of cutting edge technologies such as generative AI.

Details of the RSU Grantees, the corresponding number of RSUs granted and vesting schedule are as follows:

Date of grant	:	March 28, 2025	
RSU Grantees and the corresponding number of RSUs granted	:	Yao Zhijian (executive Director)	165,248 RSUs
		Luo Xiaohui (executive Director)	164,773 RSUs
		Liang Shengtian (executive Director)	57,778 RSUs
		Other eligible employees	6,806,827 RSUs
Purchase price of the RSUs granted	:	Each RSU represents a conditional right upon vesting to obtain one Share at HK\$0.01 per Share.	
Closing price of the Shares on the date of the grant	:	HK\$8.36	

Vesting period : The total vesting period (i.e. the period between the date of grant and the last vesting date) for the RSUs granted ranges from approximately 0 to 48 months.

In respect of the RSUs granted to certain RSU Grantees, the period between the date of grant and the vesting date is shorter than 12 months. The Remuneration Committee has reviewed the vesting period (in particular the grant to Directors and/or senior management of the Company) and is of the view that the vesting period is appropriate as these grants of RSUs are performance-based.

Performance target : With respect to each Grantee, upon each vesting date, the portion of the RSUs that vests shall depend on the Grantee meeting a specified threshold in their regular performance evaluations during the one-year period prior to each vesting date. The performance evaluations are based on a matrix of indicators that vary according to the roles and responsibilities of the Grantee. The indicators include, but are not limited to, work quality, efficiency, collaboration and management skills.

Clawback mechanism : If at any time, a RSU Grantee:

- (a) ceases to be an employee as a result of termination of his employment with the Group for cause;
- (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;
- (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; and/or
- (d) is in breach of his contract of employment with or any other obligation to the Group,

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

The grant of RSUs has been approved by all independent non-executive Directors and the Remuneration Committee.

The Company has appointed the RSU Trustees, to assist with the administration and vesting of the RSUs. The maximum number of RSUs that may be granted under the RSU Scheme in aggregate shall be such number of Shares held or to be held by the RSU Trustees for the purpose of the RSU Scheme from time to time. As of February 28, 2025, the total number of Shares held by the RSU Trustees for the purpose of the RSU Scheme was 77,411,312, representing approximately 16.8% of the issued Shares (excluding treasury shares) as of the date of this announcement. As the grant of the RSUs to the Connected RSU Grantees forms part of the remuneration package under their respective service agreement with the Company or its subsidiary, such grant is exempted from the reporting, announcement and independent shareholders' approval requirements pursuant to Rule 14A.73(6) and Rule 14A.95 of the Listing Rules.

Save as disclosed above, to the best of the knowledge of the Directors, (i) none of the RSU Grantees is a Director, chief executive or substantial shareholder of the Company or an associate (as defined under the Listing Rules) of any of them; (ii) none of the RSU Grantees is a participant with options and RSUs granted and to be granted exceeding the 1% individual limit (as defined under the Listing Rules); (iii) none of the RSU Grantees is a related entity participant or a service provider (as defined under the Listing Rules) with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the Shares in issue; and (iv) no financial assistance has been provided by the Group to the RSU Grantees for the purchase of Shares under the RSU Scheme.

The RSU Scheme was adopted before the new Chapter 17 of the Listing Rules (effective on January 1, 2023) came into effect. Starting from June 5, 2024, being the date of the second annual general meeting after January 1, 2023, the Company would not grant any new Shares under the RSU Scheme and the Company has amended the rules of the RSU Scheme to the extent that the RSU Scheme shall be entirely funded by existing Shares received from any Shareholder or purchased (either on-market or off-market) by the trustee(s) of the RSU Scheme in accordance with the rules of the RSU Scheme. Since the grant of RSUs is funded solely by existing Shares purchased by the RSU Trustees on market, the grant is subject to the disclosure requirements in the Company's annual report under Rule 17.12 of the Listing Rules.

DEFINITIONS

“Board”	the board of Directors
“Company”	YEAHKA LIMITED, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited
“Connected RSU Grantee(s)”	the RSU Grantee(s) who is/are the connected person(s) of the Company
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“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

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Remuneration Committee”	the remuneration committee of the Company
“RSU(s)”	restricted share unit(s)
“RSU Grantee(s)”	the recipient(s) of the grant of the RSU(s) on the date of grant
“RSU Scheme”	the restricted share unit scheme of the Company approved and adopted by the Board on August 1, 2019, as amended from time to time
“RSU Trustees”	TMF Trust (HK) Limited and Futu Trustee Limited, independent and professional trustees appointed by the Company to act as the trustees of the RSU Scheme
“Share(s)”	the ordinary share(s) in the capital of the Company with nominal value of US\$0.000025 each
“%”	per cent

By order of the Board
YEAHKA LIMITED
Liu Yingqi
Chairman

Hong Kong, March 28, 2025

As of the date of this announcement, the board of the Company comprises Mr. Liu Yingqi, Mr. Yao Zhijian, Mr. Luo Xiaohui and Ms. Liang Shengtian as executive directors, Mr. Tam Bing Chung Benson, Mr. Yao Wei and Mr. Ouyang Rihui as independent non-executive directors.