

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Qeeka Home (Cayman) Inc., you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Qeeka Home (Cayman) Inc.
齊屹科技(開曼)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1739)

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

A notice convening the Annual General Meeting of Qeeka Home (Cayman) Inc. to be held at Noah 3, 3rd Floor, Crowne Plaza Shanghai Noah Square, No. 1699 Jinshajiang Road, Putuo District, Shanghai, China, on Wednesday, 26 May 2021 at 10:30 a.m., at which, among other things, the above proposals will be considered, which set out on pages 14 to 17 of this circular.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Qeeka Home (Cayman) Inc.'s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

19 April 2021

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Noah 3, 3rd Floor, Crowne Plaza Shanghai Noah Square, No. 1699 Jinshajiang Road, Putuo District, Shanghai, China, on Wednesday, 26 May 2021 at 10:30 a.m.
“Articles”	the articles of association of the Company adopted on 12 July 2018
“associates”	has the meaning as defined under the Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law (2016 Revision) of the Cayman Islands, as amended, supplemental or otherwise modified from time to time
“Company”	Qeeka Home (Cayman) Inc., an exempted company incorporated in the Cayman Islands with limited liability on 20 November 2014
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20 per cent. of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	12 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	12 July 2018, being the date of listing of Shares on the Stock Exchange

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10 per cent. of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Retiring Directors”	Mr. DENG Huajin, Mr. GAO Wei and Mr. ZHANG Lihong
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Share(s)”	ordinary shares of US\$0.0001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”, “HKD” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



Qeeka Home (Cayman) Inc.
齊屹科技(開曼)有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1739)

Executive Directors:

Mr. DENG Huajin
(Chairman & Chief Executive Officer)
Mr. TIAN Yuan
Mr. GAO Wei

Non-Executive Directors:

Mr. LI Gabriel
Ms. PING Xiaoli
Mr. ZHAO Guibin

Independent Non-Executive Directors:

Mr. ZHANG Lihong
Mr. CAO Zhiguang
Mr. WONG Man Chung Francis

Registered Office:

3-212 Governors Square
23 Lime Tree Bay Avenue
P.O. Box 30746
Seven Mile Beach
Grand Cayman KY1-1203
Cayman Islands

*Principal place of business
in Hong Kong*

40th Floor, Dah Sing Financial Centre,
No. 248 Queen's Road East,
Wanchai, Hong Kong

19 April 2021

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders in respect of, among other matters, (i) the granting to the Directors the Issue Mandate and the Repurchase Mandate; and (ii) the re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATES

Pursuant to the ordinary resolutions of the then Shareholder passed at the annual general meeting of the Company held on 29 May 2020, the Directors were granted by the then Shareholder (i) a general unconditional mandate to allot, issue and deal in Shares not exceeding 20% of the aggregate number of Shares of the Company in issue as at the date of passing of such resolution; (ii) a general unconditional mandate to repurchase Shares up to 10% of the aggregate number of Shares of the Company in issue as at the date of passing of such resolution; and (iii) to extend the general mandate mentioned in (i) above by the addition of an amount representing the aggregate number of Shares of the Company repurchased by the Company pursuant to the mandate to repurchase Shares referred to (ii) above.

The above general mandates will continue in force until (i) the conclusion of the AGM; or (ii) the date by which the AGM is required by the Articles or any applicable law(s); or (iii) the revocation or variation by ordinary resolution of the Shareholders in general meeting, whichever occurs first. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions number 4 to 6 set out in the notice of AGM on pages 14 to 17 of this circular for details of the proposed Issue Mandate and Repurchase Mandate.

As at the Latest Practicable Date, the number of issued Shares of the Company was 1,158,759,590 Shares, assume no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant to the Directors an authority to issue up to 231,751,918 Shares.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

RE-ELECTION OF DIRECTORS

The Board currently consists of nine Directors, namely Mr. DENG Huajin, Mr. TIAN Yuan, Mr. GAO Wei, Mr. LI Gabriel, Ms. PING Xiaoli, Mr. ZHAO Guibin, Mr. ZHANG Lihong, Mr. CAO Zhiguang, Mr. WONG Man Chung Francis.

In accordance with Article 16.18 of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. DENG Huajin, Mr. GAO Wei and Mr. ZHANG Lihong will retire by rotation at the AGM and, being eligible, offer themselves for re-election.

LETTER FROM THE BOARD

The Nomination Committee has recommended to the Board for the re-election of 3 Directors including one independent non-executive director, Mr. ZHANG Lihong (“Mr. ZHANG”), in accordance with the following selection criteria:

1. character and integrity;
2. qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and corporate strategy;
3. willingness to devote sufficient time to discharge duties as members of the Board and its relevant committees and undertake significant commitments;
4. the number of existing directorships and other commitments that may demand their attention;
5. requirement for the Board to have independent non-executive Directors in accordance with the Listing Rules and whether such director would be considered independent with reference to the independence guidelines set out in the Listing Rules;
6. board diversity policy of the Company and any measurable objectives adopted by the Board for achieving diversity on the Board; and
7. their perspectives provided to the management and operation of the Group as well as other contributions to the Group during the tenure of their directorship.

The Nomination Committee has assessed the independence of Mr. ZHANG based on reviewing his annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and considered that he remains independent. The Nomination Committee has considered Mr. ZHANG has extensive experience in accounting respectively; and other experience and factors as set out in Appendix II to this circular.

The Nomination Committee is satisfied that at all times during the period of directorship with the Company, the Retiring Directors have properly discharged their duties and responsibilities as Directors and have made positive contributions to the development of the Company through constructive and informed comments and participation at the business and other affairs relating to the Group. The Retiring Directors have provided valuable contributions and insights to the Board and they have the required character, integrity and experience to continuously and effectively fulfill their role as executive Director and independent non-executive Director. The Board believed that their re-election as Directors would be in the best interests of the Company and the Shareholders as a whole.

In view of the above, with the recommendation of the Nomination Committee, the Board has proposed that the above-mentioned Retiring Directors, stand for re-election as Directors at the AGM.

LETTER FROM THE BOARD

Further information about the Board's composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meeting of the Directors (including the Retiring Directors) are disclosed in the corporate governance report of the 2020 annual report of the Company.

The biographical details of each of the Retiring Directors to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements under the Listing Rules.

RE-APPOINTMENT OF THE AUDITOR

The mandate of the current auditor of the Company, PricewaterhouseCoopers Certified Public Accountants, will expire at the AGM. At the AGM, an ordinary resolution will be put forward for approval of the re-appointment of the auditor.

The re-appointment of the auditor of the Company has been reviewed by the audit committee of the Company which made recommendation to the Board that the re-appointment be submitted and proposed for Shareholders' approval at the AGM.

ANNUAL GENERAL MEETING

Set out on pages 14 to 17 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of the Issue Mandate and the Repurchase Mandate, and re-election of Retiring Directors.

A form of proxy for use at the AGM is enclosed herewith. If you are not able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll.

RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the granting of the Issue Mandate and the Repurchase Mandate, and the re-election of Directors to be proposed at the AGM are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

LETTER FROM THE BOARD

GENERAL

Your attention is also drawn to the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

This circular, for which the Directors (as defined herein) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), 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.

By Order of the Board
Qeeka Home (Cayman) Inc.
DENG Huajin
Chairman

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

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,158,759,590 Shares. Subject to the passing of the resolution for repurchase of Shares and on the basis of no further new Shares will be issued or repurchased up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 115,875,959 Shares, representing 10% of the existing issued Shares as at the Latest Practicable Date.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES OF SHARES

Any repurchase of securities of the Company would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorized by its Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorized by the Articles and subject to the provisions of the Companies Law, out of capital.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2020 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

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

	Highest Prices	Lowest Prices
	<i>HK\$</i>	<i>HK\$</i>
2020		
April	2.51	2.27
May	2.58	2.26
June	2.48	2.25
July	2.45	2.28
August	2.36	2.20
September	2.39	2.07
October	2.22	1.86
November	2.45	2.10
December	2.34	2.10
2021		
January	2.29	1.93
February	2.18	2.00
March	2.18	1.85
April (up to the Latest Practicable Date)	2.13	2.02

7. UNDERTAKING

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

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Cayman Islands.

8. CORE CONNECTED PERSON

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

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

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, (i) Mr. DENG Huajin ("Mr. DENG") is interested in 294,789,530 Shares held through Qeeka Holding Limited, a company wholly-owned by Mr. DENG. In addition, Mr. DENG is the spouse of Ms. SUN Jie ("Ms. SUN") and therefore is deemed to be interested in the 13,587,610 Shares which Ms. SUN is interested in; and (ii) Ms. SUN, the spouse of Mr. DENG, is deemed to be interested in the Shares which Mr. DENG is interested in. In addition, Ms. SUN is interested in 13,587,610 Shares held through Sunjie Home Holding Limited. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest of Mr. DENG and Ms. SUN would be increased from 26.61% to approximately 29.57% of the total number of Shares in issue. Such increase would not give rise to any general offer obligation under the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate and will not effect repurchases to such extent which would result in the number of Shares held by the public falling below the prescribed minimum percentage of 25% as required under the Listing Rules.

10. SHARE PURCHASE MADE BY THE COMPANY

During the preceding six months up to and including the Latest Practicable Date, the Company has made the following repurchase of Shares on the Stock Exchange:

Trading Month	Number of Shares Repurchased	Highest Price Paid <i>HK\$</i>	Lowest Price Paid <i>HK\$</i>	Total Paid <i>HK\$</i>
November 2020	1,578,500	2.41	2.28	3,704,730
December 2020	13,065,000	2.31	2.29	29,943,390
January 2021	1,175,000	2.19	2.10	2,564,635
Total	15,818,500			36,212,755

Save as disclosed above, no other repurchase of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the preceding six months up to and including the Latest Practicable Date.

The following set out the details of the Directors who retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Article 16.18 of the Articles.

EXECUTIVE DIRECTORS

Mr. DENG Huajin (鄧華金), aged 48, is the Chairman, an executive Director and the chief executive officer of our Company since April 2018. He is also the founder of the Group in 2007 and is responsible for overall strategic planning and business direction of the Group. He is also a member of the Remuneration Committee and the chairman of the Nomination Committee. He was appointed as a Director in November 2014, and was re-designated as an executive Director and appointed as the Chairman of the Board in April 2018.

Mr. DENG is the chairman of Shanghai Sanming Association of Commerce since August 2016; and as a director of Guangzhou Seagull, a company listed on the Shenzhen Stock Exchange (stock code: 002084), since November 2014.

Mr. DENG received a bachelor's degree in chemistry from East China Normal University in 1996. He was awarded "Person of the Year by the Global Achievement Awards (全球卓越成就獎年度風雲人物)", "2016-2017 Person of the Year (2016-2017年度中國家裝行業風雲人物)" in the residential interior design and construction industry, "2016 Person of the Year for Outstanding Contributions (2016年度傑出貢獻人物)" in the residential e-commercial industry and one of the "Ten Outstanding Figures of the Year of Shanghai Commerce (上海商業年度十大傑出人物)" in 2016.

As at the Latest Practicable Date, Mr. DENG has the following interests in Shares or underlying Shares pursuant to Part XV of the SFO:

Nature of interest	Long position/ Short position	Number of ordinary shares	Number of derivative shares	Approximate percentage of interest in the Company
Interest in controlled corporation and interest of spouse	Long position	308,377,140	–	26.61%

Save as disclosed above, as at the Latest Practicable Date, Mr. DENG did not have any interests in Shares within the meaning of Part XV of the SFO.

Mr. DENG has entered into a service contract with the Company pursuant to which his appointment for an initial term of 3 years since Listing Date or until the third annual general meeting of our Company since the Listing Date (whichever is sooner).

Except as stated above, Mr. DENG has not held any directorships in any other listed companies at present or in the past three years nor taken up any positions in the Company or any member of the Group. Furthermore, he does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

APPENDIX II	DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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Save as disclosed herein, there is no other information relating to Mr. DENG that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matters which need to be brought to the attention of the Shareholders of the Company.

Mr. GAO Wei (高巍), aged 49, is an executive Director. He was appointed as a Director in 2015 and was redesignated as an executive Director in 2018. He is responsible for the overall management of the Company. Mr. GAO joined the Group in 2007 and having over 25 years' experience in this industry.

Mr. GAO received an executive master's degree in business administration from Fudan University in 2014.

As at the Latest Practicable Date, Mr. GAO has the following interests in Shares or underlying Shares pursuant to Part XV of the SFO:

Nature of interest	Long position/ Short position	Number of ordinary shares	Number of derivative shares	Approximate percentage of interest in the Company
Interest in a controlled corporation	Long position	5,229,970	–	0.45%
Beneficial owner*	Long position	–	8,981,390	0.78%

Note:

* These interests are derived from the options granted to Mr. GAO under the pre-IPO share option scheme of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. GAO did not have any interests in Shares within the meaning of Part XV of the SFO.

Mr. GAO has entered into a service contract with the Company pursuant to which his appointment for an initial term of 3 years since Listing Date or until the third annual general meeting of our Company since the Listing Date (whichever is sooner).

Except as stated above, Mr. GAO has not held any directorships in any other listed companies at present or in the past three years nor taken up any positions in the Company or any member of the Group. Furthermore, he does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed herein, there is no other information relating to Mr. GAO that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matters which need to be brought to the attention of the Shareholders of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. ZHANG Lihong (張禮洪), aged 49, is the independent non-executive Director since 2018 and is responsible for providing independent advice and judgment to the Board. He also serves a member of the Audit and Risk Management Committee, Remuneration Committee and Nomination Committee.

Mr. ZHANG has been teaching civil and commercial law at East China University of Political Science and Law since 2003, and is currently a professor in the same university. Mr. ZHANG has extensive knowledge and background in civil and commercial law will contribute to the internal control, compliance and corporate governance aspects of our Company's operations.

Mr. ZHANG obtained a bachelor's degree in economics from China University of Political Science and Law in 1992, a master's degree in civil and commercial law from China University of Political Science and Law in 1995, and a doctorate in Civil Law and Roman Law from University La Sapienza of Rome in 2003. Mr. ZHANG obtained his qualification as a lawyer in the PRC in 2010.

Mr. ZHANG has entered into a service contract with the Company pursuant to which his appointment for an initial term of 3 years since Listing Date or until the third annual general meeting of our Company since the Listing Date (whichever is sooner).

As at Latest Practicable Date, Mr. ZHANG does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Except as stated above, Mr. ZHANG has not held any directorships in any other listed companies at present or in the past three years nor taken up any positions in the Company or any member of the Group. Furthermore, he does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed herein, there is no other information relating to Mr. ZHANG that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

DIRECTORS' REMUNERATION

The total amount of the Directors' remuneration for the year ended 31 December 2020 received by each of the Retiring Directors are set out in the financial statements of the Company's 2020 annual report. The Directors' remuneration is determined by the remuneration committee of the Company having regard to the Company's and the Director's performance.

NOTICE OF ANNUAL GENERAL MEETING



Qeeka Home (Cayman) Inc.
齊屹科技(開曼)有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1739)

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of Qeeka Home (Cayman) Inc. (the “**Company**”) will be held at Noah 3, 3rd Floor, Crowne Plaza Shanghai Noah Square, No. 1699 Jinshajiang Road, Putuo District, Shanghai, China, on Wednesday, 26 May 2021 at 10:30 a.m. to transact the following businesses:

1. To receive and consider the audited financial statements and the reports of the directors and auditor of the Company and its subsidiaries for the year ended 31 December 2020.
2.
 - (a) To re-elect Mr. DENG Huajin as an executive director.
 - (b) To re-elect Mr. GAO Wei as an executive director.
 - (c) To re-elect Mr. ZHANG Lihong as an independent non-executive director.
 - (d) To authorize the Directors to fix their remuneration.
3. To re-appoint PricewaterhouseCoopers Certified Public Accountants as auditor of the Company and to authorize the board of directors to fix its remuneration.
4. “**THAT:**
 - (a) subject to the following provisions of this resolution, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of US\$0.0001 each in the share capital of the Company (the “**Shares**”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company; shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
 - (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”
6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution.”

By Order of the Board
Qeeka Home (Cayman) Inc.
DENG Huajin
Chairman & Chief Executive Officer

Shanghai, the PRC
19 April 2021

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 21 May 2021 to Wednesday, 26 May 2021, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company’s branch share registrar (“**Branch Share Registrar**”) in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 20 May 2021.

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2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting.
5. With respect to resolution no. 2 of this notice, Mr. DENG Huajin, Mr. GAO Wei and Mr. ZHANG Lihong shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles of Association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 19 April 2021.
6. As at the date of this notice, the Board comprises Mr. DENG Huajin, Mr. TIAN Yuan and Mr. GAO Wei as executive Directors; Mr. LI Gabriel, Ms. PING Xiaoli and Mr. ZHAO Guibin as non-executive Directors and Mr. ZHANG Lihong, Mr. CAO Zhiguang and Mr. WONG Man Chung Francis as independent non-executive Directors.