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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)

ADOPTION OF 2021 RSU SCHEME

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The Board is pleased to announce that on January 15, 2021, the Board has approved the adoption of the 2021 RSU Scheme. The purposes of the 2021 RSU Scheme are to attract, and retain and incentivize the best personnel and senior management of the Group, and to promote the value of the Company by offering these individuals an opportunity to acquire Shares and a proprietary interest in the success of the Company, thereby linking their interests with the Company’s performance.

Pursuant to the 2021 RSU Scheme, the Board may, from time to time at its absolute discretion, select any Selected Participant and grant RSUs to such Selected Participant which are to be satisfied by the new Shares to be subscribed by the Trustee under the Company’s available general mandate on the relevant Grant Date or under a specific mandate approved or to be approved by the shareholders of the Company and/or by the existing Shares received by the Trustee from any shareholder of the Company or purchased by the Trustee (either on-market or off-market).

The Company may from time to time cause to be paid to the Trustee such amounts of funds from the Company’s resources as the Board may in its absolute discretion determine, for the subscription of new Shares or the purchase of existing Shares (either on-market or off-market) and the payment of the transaction costs.

The Board may from time to time while the 2021 RSU Scheme is in force determine any vesting criteria or conditions for the RSUs to be vested or credited. The Trustee shall hold the Shares awarded until they are vested to the relevant Selected Participants in accordance with the terms of the RSUs.

The 2021 RSU Scheme does not constitute a share option scheme of the Company for the purpose of Chapter 17 of the Listing Rules and is a discretionary scheme of the Company.

ADOPTION OF 2021 RSU SCHEME

The Board is pleased to announce that on January 15, 2021, the Board has approved the adoption of the 2021 RSU Scheme. The 2021 RSU Scheme is a complementary measure to the Pre-IPO Share Option Scheme of the Company. The 2021 RSU Scheme does not constitute a share option scheme for the purpose of Chapter 17 of the Listing Rules and is a discretionary scheme of the Company.

Summary of the 2021 RSU Scheme

A summary of the principal terms of the 2021 RSU Scheme is set out below.

Purposes

The purposes of the 2021 RSU Scheme are to attract, and retain and incentivize the best personnel and senior management of the Group, and to promote the value of the Company by offering these individuals an opportunity to acquire Shares and a proprietary interest in the success of the Company, thereby linking their interests with the Company's performance.

RSUs

A RSU gives a Selected Participant a conditional right when the RSU vests to obtain Shares, less any tax, stamp duty and other charges applicable, as determined by the Administrator in its absolute discretion. A RSU may include, if so specified by the Administrator in its entire discretion, cash and non-cash income, dividends or distributions and/or the sale proceeds of non-cash and non-scrip distributions in respect of those Shares.

Participants in the RSU Scheme

Persons eligible to receive RSUs under the 2021 RSU Scheme are existing employees, directors or officers of our Group (the "**RSU Eligible Persons**"). Our Board selects the RSU Eligible Persons to receive RSUs under the 2021 RSU Scheme at its discretion.

Administration

The 2021 RSU Scheme shall be administered by the Administrator in accordance with the Rules. The Board has the power to construe and interpret the Rules and the terms of the RSUs granted under it. The decision of the Board as to all matters relating to the 2021 RSU Scheme or its interpretation or effect shall be final and binding on all parties.

The Company shall appoint the Trustee to assist with the administration and vesting of the RSUs to be granted pursuant to the 2021 RSU Scheme. The Company shall procure that sufficient funds are provided to the Trustee by whatever means as the Board may in its absolute discretion determine to enable the Trustee to satisfy its obligations in connection with the administration and vesting of RSUs granted pursuant to the 2021 RSU Scheme.

Duration

Subject to any termination as may be determined by the Board pursuant to the Rules, the 2021 RSU Scheme shall be valid and effective for a period of ten (10) years commencing on the Adoption Date.

Scheme Limits

No Shares shall be subscribed for and/or purchased pursuant to the 2021 RSU Scheme, nor any amounts paid to the Trustee for the purpose of making such a subscription and/or purchase, if as a result of such subscription and/or purchase, the number of Shares administered under the 2021 RSU Scheme and the Pre-IPO Share Option Scheme shall exceed in total 7.5 per cent of the number of the Company's shares in issue from time to time (the "**Scheme Limit**").

Operation of the 2021 RSU Scheme

Subject to provisions of the Rules, including but not limited to the Scheme Limit, the Board may, from time to time at its absolute discretion:

- (i) select any Group A Participant to be a Selected Participant and grant RSUs to such Selected Participant which are to be satisfied by the new Shares to be subscribed by the Trustee under the Company's available general mandate on the relevant Grant Date or under a specific mandate approved or to be approved by the shareholders of the Company or by the existing Shares received by the Trustee from any shareholder of the Company or purchased by the Trustee (either on-market or off-market) (the "**Pool A RSUs**"); or
- (ii) select any Group B Participant to be a Selected Participant and grant RSUs to such Selected Participants which are to be satisfied by the existing Shares received by the Trustee from any shareholder of the Company or purchased by the Trustee (either on-market or off-market) (the "**Pool B RSUs**").

For the purpose of the 2021 RSU Scheme, a Group A Participant can also be a Group B Participant if so selected by the Board. If an individual is at the same time a Group A Participant and a Group B Participant, the Board may, at its absolute discretion, grant to such individual Pool A RSUs or Pool B RSUs or a combination of both.

After the Board has determined the number of RSUs and/or the Selected Participants, it shall notify the Trustee and (if the Selected Participants are identified) issue the Grant Letter to the Selected Participants. The identities of the Selected Participants, vesting period, grant price and the terms and conditions of the Grant may be determined as and when the Board thinks fit, upon which the Board shall then issue Grant Letters to the Selected Participants. Upon receipt of the Grant Letter, the Selected Participants are required to confirm their acceptance of the Grant within 28 days.

The Company may from time to time cause to be paid to the Trustee such amounts of funds from the Company's resources as the Board may in its absolute discretion determine, for the subscription of new Shares or the purchase of existing Shares (either on-market or off-market) and the payment of the transaction costs. In the case of subscription of new Shares, the Trustee shall subscribe for such number of new Shares as the Administrator shall direct. In the case of purchase of existing Shares, the Trustee shall, subject to market conditions and at such time as the Trustee may at its absolute discretion determine, purchase existing Shares (either on-market or off-market).

Restrictions

In respect of the administration of the 2021 RSU Scheme, the Company shall comply with all applicable disclosure regulations including, without limitation, those imposed by the Listing Rules and all applicable laws from time to time.

No payment shall be made to the Trustee, no instructions to subscribe for and/or purchase Shares shall be given to the Trustee pursuant to the 2021 RSU Scheme and no Grant shall be made to any Selected Participant in the following circumstances:

- (i) after a price sensitive event in relation to the securities of the Company has occurred or a price sensitive matter in relation to the securities of the Company has been the subject of a decision, until such price sensitive information has been published in accordance with the Listing Rules and the Inside Information Provisions;
- (ii) on any day on which the Company's financial results are published and: (a) during the period of 60 days immediately preceding the publication date of the Company's annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and (b) during the period of 30 days immediately preceding the publication date of the Company's quarterly results (if any) and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results, unless there are circumstances of the Company that fall within the exceptions under the Listing Rules; or
- (iii) in any circumstances which are prohibited under the Listing Rules or where the requisite approval from any applicable regulatory authorities has not been granted.

Rights of Selected Participants before vesting

A Selected Participant shall not have any contingent interest in the Shares which are referable to him until such RSUs have been vested as Shares in accordance with the Rules. The Trustee shall hold the Shares awarded until they are vested to the relevant Selected Participants in accordance with the terms of the RSUs.

For so long as the Administrator or any trustee appointed by the Administrator shall hold any Shares for the purpose of the scheme, the Administrator or such trustee shall not be entitled to exercise any voting rights in respect of any Shares held until such RSUs have been exercised by the Participant.

Vesting of RSUs

The vesting criteria of the RSUs is based on the satisfaction of specified criteria relating generally to the Company and the Selected Participant. The Board may from time to time while the 2021 RSU Scheme is in force determine any other vesting criteria or conditions for the RSUs to be vested or credited.

Change in Control, Liquidation and Reorganization of Capital Structure

If an offer by way of takeover, merger, scheme of arrangement, share repurchase or otherwise is made to all the holders of Shares resulting in a change in control of the Company, and such offer becomes or is declared unconditional prior to the vesting of RSUs in the Selected Participant, then notwithstanding the vesting conditions (if any) have not been satisfied, such RSUs shall vest immediately unless the Board determines otherwise.

In the event of the proposed dissolution or liquidation of the Company, the Company will notify each Selected Participant as soon as practicable prior to the effective date of such proposed transaction. To the extent it has not been previously exercised, an RSU will terminate immediately prior to the consummation of such proposed action.

In the event that any recapitalization, rights issue, share split, split-up, spin-off, reorganization or other change in the corporate structure of the Company affecting the Shares occurs, the Board may (in its sole discretion) adjust the number of RSUs awarded or the number of Shares that may be delivered under the RSUs.

Lapse of RSUs

If at any time, a Selected Participant ceases to be a Group A Participant or a Group B Participant by reason of (i) such Selected Participant being terminated by the Company or any Subsidiary, being summarily dismissed or tendering of his resignation; (ii) retirement, redundancy or severance; or (iii) death or disability; then any unvested RSUs shall automatically lapse forthwith.

No Assignment of RSUs

Any RSUs granted under the 2021 RSU Scheme shall be personal to the Selected Participant in whom it is made and shall not be assignable.

Termination

The 2021 RSU Scheme shall terminate on the earlier of (i) the expiry of the period of ten (10) years from the Adoption Date; or (ii) such date of early termination as determined by the Board.

DEFINITIONS

Unless the content otherwise requires, capitalized terms used in this announcement shall have the following meanings:

“2021 RSU Scheme”	means the award scheme of the Company adopted by the Board on January 15, 2021, in its present or any amended form
“Administrator”	means the Board or a committee comprising of certain members appointed by the Board from time to time
“Adoption Date”	means January 15, 2021, being the date on which the 2021 RSU Scheme is adopted by the Company pursuant to the approval by the Board
“Board”	the board of Directors
“Company”	Qeeka Home (Cayman) Inc. 齊屹科技(開曼)有限公司 (formerly known as China Home (Cayman) Inc.), an exempted company with limited liability incorporated in the Cayman Islands on November 20, 2014, whose Shares are listed on the Main Board of the Stock Exchange (stock code: 1739)
“Director(s)”	the director(s) of the Company
“Employee”	means an employee (including full-time and part-time) of the Group;
“Grant”	means individually or collectively, a grant of RSUs under the 2021 RSU Scheme
“Grant Date”	means in relation to any RSU, the date on which the RSU is granted as set out in the Grant Letter
“Grant Letter”	means the letter to the Selected Participants notifying them of the Grant in accordance with the Rules
“Group”	the Company and its subsidiaries (including its PRC operating entities the financial accounts of which have been consolidated and accounted for as if they were subsidiaries of the Company by virtue of a series of contractual arrangements)

“Group A Participant”	means any individual who is an Employee, officer, agent or consultant of the Group who is not a connected person (as defined or deemed to be the case under the Listing Rules) of the Company; and if the Administrator so determines in its absolute discretion, any director (including executive and non-executive director) of the Company or any Subsidiary
“Group B Participant”	means any individual being a director (including executive and non-executive director), Employee, officer, agent or consultant of the Group
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Inside Information Provisions”	means Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Pre-IPO Share Option Scheme”	the employees’ share incentive plan of the Company as adopted in 2011 and formalized in 2018
“RSU”	restricted share unit(s)
“Rules”	means the rules of the 2021 RSU Scheme as amended from time to time
“Selected Participant”	means any Group A Participant or Group B Participant selected by the Board in accordance with the terms of and entitled to receive a Grant under the 2021 RSU Scheme
“Shareholders”	holders of the Shares
“Share(s)”	the ordinary share(s) of US\$0.0001 each of the Company
“Trust”	means the 2021 RSU Scheme Trust from which RSUs may be granted to a Selected Participant pursuant to the 2021 RSU Scheme
“Trustee”	means the trustee of the Trust from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vesting Shares”	means any Shares underlying the RSUs held by the Trustee on behalf of a Selected Participant pursuant to the Rules vested in accordance with the Grant Letter

“Vesting Date” the date or each such date on which the RSUs granted are to vest in accordance with the Rules

“%” per cent

By order of the Board
Qeeka Home (Cayman) Inc.
Deng Huajin
Chairman

Shanghai, the PRC, January 15, 2021

As at the date of this announcement, 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.