

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)**

**(1) PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES,  
(2) RETIREMENT AND RE-ELECTION OF DIRECTORS,  
(3) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Qeeka Home (Cayman) Inc. to be held at Noah Conference Room 3, 3rd Floor, Crowne Plaza Shanghai Noah Square, Putuo District, Shanghai, China, on Wednesday, 4 June 2025 at 10:30 a.m., at which, among other things, the above proposals will be considered, which set out on pages 18 to 21 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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. For the avoidance of doubt and for the purpose of the Listing Rules, holders of treasury Shares (if any) shall abstain from voting at the Company's general meeting.

25 April 2025

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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 Conference Room 3, 3rd Floor, Crowne Plaza Shanghai Noah Square, Putuo District, Shanghai, China, on Wednesday, 4 June 2025 at 10:30 a.m.
“associates”	has the meaning as defined under the Listing Rules
“Audit Committee”	the audit and risk management committee of the Company
“Board”	the board of Directors
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“Companies Act”	the Companies Act of the Cayman Islands, as amended, supplemental or otherwise modified from time to time
“Company”	Geeka 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
“HK\$”, “HKD” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“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 (including any sale or transfer of Shares out of treasury that are held as treasury Shares) of up to 20 per cent. of the total number of Shares in issue (excluding any treasury Shares) 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

## DEFINITIONS

“Latest Practicable Date”	17 April 2025, 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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“Re-electing Directors”	Mr. DENG Huajin, Mr. ZHAO Guibin, Ms. SUN Jie, Mr. ZHOU Wei and Mr. XIE Tian
“Remuneration Committee”	the remuneration committee of the Company
“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 (excluding any treasury Shares) as at the date of passing of the relevant resolution granting such mandate
“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 Codes on Takeovers and Mergers and Share Buy-backs as amended from time to time
“treasury Shares”	has the meaning ascribed to it under the Listing Rules
“%”	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  
Ms. SUN Jie

*Non-Executive Directors:*

Mr. ZHOU Wei  
Mr. XIE Tian  
Mr. ZHAO Guibin

*Independent Non-Executive Directors:*

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

*Registered Office:*

ICS Corporate Services (Cayman) Limited  
Palm Grove Unit 4, 265 Smith Road,  
George Town, P.O. Box 52A  
Edgewater Way, #1653,  
Grand Cayman KY1-9006,  
Cayman Islands

*Principal place of business in*

*Hong Kong:*

Room 1928  
19/F, Lee Garden One  
33 Hysan Avenue  
Causeway Bay  
Hong Kong

25 April 2025

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES,  
(2) RETIREMENT AND RE-ELECTION OF DIRECTORS,  
(3) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
(4) 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; (ii) the retirement and re-election of Directors; and (iii) appointment of Independent Non-executive Director.

## 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 21 May 2024, the Directors were granted by the then Shareholder (i) a general unconditional mandate to allot, issue and deal in Shares (including any sale or transfer of treasury Shares out of treasury) not exceeding 20% of the aggregate number of Shares of the Company in issue (excluding treasury Shares) 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 (excluding treasury Shares) 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 next annual general meeting is required by the Articles or any applicable law(s) to be held; 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 18 to 21 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 1,145,011,090 Shares and no treasury Shares out of treasury, 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 229,002,218 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.

### RETIREMENT AND RE-ELECTION OF DIRECTORS

The Board currently consists of nine Directors, namely Mr. DENG Huajin, Mr. TIAN Yuan, Ms. SUN Jie, Mr. ZHOU Wei, Mr. XIE Tian, Mr. ZHAO Guibin, Mr. ZHANG Lihong, Mr. CAO Zhiguang and 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

## LETTER FROM THE BOARD

Huajin, Mr. ZHAO Guibin and Mr. WONG Man Chung Francis (“**Mr. Wong**”) shall retire by rotation at the AGM. Mr. DENG Huajin and Mr. ZHAO Guibin, being eligible, offer themselves for re-election.

Reference is made to the announcement of the Company dated 25 April in relation to, among other things, the retirement of Mr. Wong and proposed appointment of Mr. Lam. Mr. Wong will retire and has decided not to offer himself for re-election to allow more time for his other directorships. Accordingly, Mr. Wong will retire from his positions as an independent non-executive Director, the chairman of the Audit Committee and member of the Remuneration Committee. Mr. Wong has confirmed that there is no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the shareholders or the Stock Exchange.

In accordance with Article 16.2 of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. As such, Ms. SUN Jie, Mr. ZHOU Wei and Mr. XIE Tian, who were appointed as an executive Director, a non-executive Director and a non-executive Director on 17 June 2024, 19 November 2024 and 29 November 2024, respectively, shall hold office until the AGM and, being eligible, have offered themselves for re-election.

In light of the above, a total of five Directors, namely Mr. DENG Huajin, Mr. ZHAO Guibin, Ms. SUN Jie, Mr. ZHOU Wei and Mr. XIE Tian, have offered themselves for re-election as Directors at the AGM.

The Nomination Committee has recommended to the Board for the re-election of five Directors including two executive Directors and three non-executive directors in accordance with the following selection criteria (the “**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.

## LETTER FROM THE BOARD

The Nomination Committee is satisfied that at all times during the period of directorship with the Company, the Re-electing 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 Re-electing 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 respective role as executive Director and 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 Re-electing Directors, stand for re-election as Directors at the AGM.

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 Re-electing Directors) are disclosed in the corporate governance report of the 2024 annual report of the Company.

The biographical details of each of the Re-electing 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.

### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Reference is made to the announcement of the Company dated April 25 in relation to, among other things, the resignation of Mr. Wong and proposed appointment of Mr. Lam.

In view of the retirement of Mr. Wong to be effective from the conclusion of the AGM, the Company needs to appoint a new independent non-executive Director to comply with Rule 3.10 of the Listing Rules. The Company was actively looking for a suitable candidate to act as an independent non-executive Director in place of Mr. Wong. After taking into consideration of the recommendation and approval of the Nomination Committee, the Board proposes to appoint Mr. LAM Siu Wing (林兆榮) (“**Mr. Lam**”) as an independent non-executive Director with effect from the conclusion of the AGM. The appointment of Mr. Lam will be subject to the approval of the Shareholders at the AGM by way of ordinary resolution. Subject to the passing of the relevant resolution for the appointment of Mr. Lam as independent non-executive Director, Mr. Lam will be appointed as the chairman of the Audit Committee and member of the Remuneration Committee, with effect from the conclusion of the AGM.

The Company has in place a nomination policy which sets out the selection criteria and procedures to be adopted when considering candidates to be appointed or re-elected as Directors. In assessing the appointment of Mr. Lam as an independent non-executive Director, the Nomination Committee has taken into account the Selection Criteria. The Nomination Committee and the Board note that Mr. Lam possesses broad and extensive experience and knowledge in the fields of accounting, auditing and business consulting to provide valuable opinion to the Company and as required by Rule 3.10(2) of the Listing Rules.



## LETTER FROM THE BOARD

In assessing the independence of Mr. Lam, the Nomination Committee and the Board have reviewed the written confirmation of independence given by Mr. Lam with reference to the factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee and the Board also note that Mr. Lam does not have any relationship with any Director, senior management or substantial shareholders or controlling shareholders, nor is in any relationships or circumstances which would interfere with the exercise of his independent judgement as an independent non-executive Director.

Based on the above, the Nomination Committee and the Board are satisfied that Mr. Lam has the required character, integrity, independence and experience to fulfil the role of an independent non-executive Director and would remain independent in accordance with the independence guidelines set out in the Listing Rules. The Board believed that the election of Mr. Lam as independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole.

Brief biographical and other details of Mr. Law, who are proposed to be appointed as independent non-executive Director subject to approval by the Shareholder at the AGM, are set out as follows:

### **Independent Non-executive Director**

#### **Mr. LAM Siu Wing**

Mr. Lam, aged 65, has extensive experience in accounting, auditing and business consulting. From 2004 to 2020, Mr. Lam was a partner of both PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers in Hong Kong (collectively “**PricewaterhouseCoopers**”). He has served as (i) an independent non-executive director of Greatpower Nickel And Cobalt Materials Co., Ltd.\* (上海格派鎳鈷材料股份有限公司) (not listed) since June 2022; (ii) an independent non-executive director of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.\* (上海復旦張江生物醫藥股份有限公司), whose shares are listed on the Stock Exchange (stock code: 1349) and the Shanghai Stock Exchange (stock code: 688505), since May 2023; (iii) an independent non-executive director of Suzhou Basecare Medical Corporation Limited (蘇州貝康醫療股份有限公司), whose shares are listed on the Stock Exchange (stock code: 2170), since July 2023; (iv) an independent non-executive director of Xi'an Kingfar Property Services Co., Ltd. (西安經發物業股份有限公司), whose shares are listed on the Stock Exchange (stock code: 1354), since May 2024; and (v) an independent non-executive director of Bluestar Adisseo Co., Ltd.\* (藍星安迪蘇股份有限公司), whose shares are listed on the Shanghai Stock Exchange (stock code: 600299), since September 2024. He has also served as the joint company secretary of Xinjiang Xinxin Mining Industry Co., Ltd.\* (新疆新鑫礦業股份有限公司), whose shares are listed on the Stock Exchange (stock code: 3833), since October 2023.

Mr. Lam obtained his bachelor's degree in economics from Macquarie University in Australia in May 1985. He obtained his master's degree in commerce from the University of New South Wales in Australia in October 1989. Mr. Lam was admitted as a member and was advanced to a fellow member of the Chartered Accountants Australia and New Zealand (previously known as the Institute of Chartered Accountants in Australia) in April 1990 and September 2011, respectively. He was also admitted as an associate member and was advanced to a fellow member of the Hong Kong Institute of Certified Public Accountants in April 1992 and September 2013, respectively. In April 2023, he obtained the certificate of completion for the independent director pre-appointment training from the Shanghai Stock Exchange.

## LETTER FROM THE BOARD

Subject to Shareholders' approval at the AGM, the term of the appointment of Mr. Lam will be three years, subject to the rotational retirement and re-election requirement at least once every three years. Mr. Lam will be entitled to a director's fee of a gross monthly remuneration of HK\$25,000.00 (pre-tax, "**Remuneration**"). The said amount of Remuneration shall remain subject to modification pursuant to amendments adopted through general meetings of the Company as contemplated under the Articles.

Except as stated above, as at the date of this announcement, Mr. Lam (i) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (ii) 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; and (iii) does not have any other relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Lam confirmed that (a) he has met the independence criteria set out in Rule 3.13(1) to (8) of Listing Rules; (b) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as such term is defined in the Listing Rules) of the Company; and (c) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed herein, there is no other information relating to the appointment of Mr. Lam as an independent non-executive director of the Company that shall be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange nor any matters which need to be brought to the attention of the Shareholders.

### 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 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 18 to 21 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

## LETTER FROM THE BOARD

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 (i) the granting of the Issue Mandate and the Repurchase Mandate, (ii) the retirement and re-election of Directors; and (iii) appointment of Independent Non-executive Director 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.

### 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 of the Company 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.

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

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 1,145,011,090 Shares and no treasury Shares out of treasury. 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 114,501,109 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 Act, 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 Act, 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 2024 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.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs 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.

## 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:

	<b>Highest Prices</b> <i>HK\$</i>	<b>Lowest Prices</b> <i>HK\$</i>
<b>2024</b>		
April	0.345	0.275
May	0.310	0.270
June	0.320	0.229
July	0.265	0.219
August	0.239	0.200
September	0.237	0.196
October	0.260	0.198
November	0.223	0.191
December	0.219	0.193
<b>2025</b>		
January	0.219	0.201
February	0.213	0.202
March	0.255	0.190
April (up to the Latest Practicable Date)	0.190	0.190

## **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 will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Cayman Islands. The Directors have confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

## **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 26.93% to approximately 29.92% 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**

No repurchase of Shares has been made by the Company during the 6 months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

<b>APPENDIX II                      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
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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 52, 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 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. He is responsible for the long-term strategic design, major decisions and plans, organizational development and talent cultivation of the group.

Mr. DENG is a Director of Guangzhou Seagull Kitchen and Bath Products Co. Ltd., 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. In 2021, he was honored as the “2021 China Home Furnishing Annual CEO30 Top” (2021中國家居年度CEO30強) in 2021 (5th) China Real Estate New Era Celebration hosted by Leju Finance.

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

Name of Director	Nature of interest	Long position/ Short position	Number of ordinary shares	Number of derivative shares	Approximate percentage of interest in the Company
Mr. DENG Huajin <sup>(1)</sup>	Interest in controlled corporation and interest of spouse	Long position	308,377,140	–	26.93%

- (1) Mr. Deng holds 100% equity interests of Qeeka Holding, which in turn directly holds 294,789,530 Shares. Accordingly, Mr. Deng is deemed to be interested in the 294,789,530 Shares held by Qeeka Holding. Mr. Deng is the spouse of Ms. Sun Jie (“**Ms. Sun**”), and is deemed to be interested in the 13,587,610 Shares of Ms. Sun held through Qeeka Sunjie Home Holding Limited (“**Sunjie Home**”), representing approximately 1.19% interest in the Company.

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

Mr. DENG Huajin has entered into a service contract with the Company pursuant to which his appointment for an initial term of three years with effect from the Listing Date or until the third annual general meeting of the Company since the Listing Date (whichever ends earlier). He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.



<b>APPENDIX II                      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
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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.

**Ms. SUN Jie (孫傑)**, aged 51, is an executive Director. She was appointed as an executive Director of the company on 17 June 2024. She is wife of Mr. DENG Huajin (鄧華金) (“**Mr. Deng**”), the chairman and chief executive officer of the Company. Ms. SUN founded the Group together with Mr. DENG and another independent third party in August 2007 upon the establishment of Shanghai Qijia Network Information Technology Co., Ltd. (上海齊家網信息科技股份有限公司) (“**Shanghai Qijia**”), the principal operating entity of the Group. Ms. SUN was the person-in-charge of the furniture division and retail decoration of Shanghai province of Shanghai Qijia at its establishment.

She currently serves as the senior vice president of the Group, responsible for managing the supply chain division and administrative purchasing department.

Ms. SUN received a bachelor degree in law and political science from the Shanghai Normal University (上海師範大學) in June 1996 and was certified as first-grade teacher (一級教師) in 2000.

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

Name of Director	Nature of interest	Long position/ Short position	Number of ordinary shares	Number of derivative shares	Approximate percentage of interest in the Company
Ms. SUN Jie <sup>(2)</sup>	Interest in controlled corporation and interest of spouse	Long position	308,377,140	–	26.93%

- (2) Ms. Sun wholly-owns Qeeka Sunjie Home Holding Limited and is deemed to be interested in the 13,587,610 shares in the Company held by Qeeka Sunjie Home Holding Limited under the SFO. In addition, Ms. Sun is the spouse of Mr. Deng and is therefore deemed to be interested in the 294,789,530 shares in the Company of Mr. Deng held through Qeeka Holding.

Pursuant to the letter of appointment entered into between the Company and Ms. SUN, the term of the appointment of Ms. SUN is three years, subject to retirement from office and re-election at the next annual general meeting of the Company in accordance with the articles of association of the Company. In addition, he is also subject to the rotational retirement and re-election requirement at least once every three years.

Except as stated above, Ms. SUN 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.



<b>APPENDIX II</b>	<b>DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
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As at Latest Practicable Date, Ms. SUN does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no other information relating to Ms. SUN 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.

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

#### **NON-EXECUTIVE DIRECTORS**

**Mr. ZHOU Wei (周偉)**, aged 39, is a non-executive Director. He was appointed as a non-executive Director of the company on 19 November 2024. He is responsible for providing professional opinion and judgement to the Board. He has been serving as the investment director of Orchid Asia Group Management Limited since 2012. From 2007 to 2012, Mr. Zhou was an assistant manager of PricewaterhouseCoopers. He received a bachelor degree in finance from Shanghai International Studies University in Shanghai, China, in June 2007.

Pursuant to the letter of appointment entered into between the Company and Mr. ZHOU, the term of the appointment of Mr. ZHOU is three years, subject to retirement from office and re-election at the next annual general meeting of the Company in accordance with the articles of association of the Company. In addition, he is also subject to the rotational retirement and re-election requirement at least once every three years.

Except as stated above, Mr. ZHOU 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.

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

Save as disclosed herein, there is no other information relating to Mr. ZHOU 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.

**Mr. ZHAO Guibin (趙貴賓)**, aged 54, was appointed as a non-executive Director on 24 April 2020. Mr. ZHAO joined Suzhou Cowin Zhengde Investment Management Co., Ltd. (蘇州凱風正德投資管理有限公司) (“**Suzhou Cowin**”) in June 2010 and currently serves as a General Manager. Mr. Zhao also serves as a director of Nanjing Sanchao Advanced Materials Co., Ltd (南京三超新材料股份有限公司), a company listed on the GEM market of the Shenzhen Stock Exchange (stock code (300054)), from May 2018 to April 2021.

As at the Latest Practicable Date, Mr. ZHAO indirectly holds 36.26% Suzhou Cowin through the company Huzhou Shitongzhenhe Enterprise Management Partnership (湖州時通臻和企業管理合夥企業).

Mr. ZHAO graduated from the National University of Defense Technology (國防科技大學) with a bachelor degree in computer application in July 1992 and received a master's degree in business administration from Nanjing University (南京大學) in July 2003.

Pursuant to the letter of appointment entered into between the Company and Mr. ZHAO, the term of the appointment of Mr. ZHAO is three years, subject to retirement from office and re-election at the next annual general meeting of the Company in accordance with the articles of association of the Company. In addition, he is also subject to the rotational retirement and re-election requirement at least once every three years.

Except as stated above, Mr. ZHAO 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.

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

Save as disclosed herein, there is no other information relating to Mr. ZHAO 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.

**Mr. XIE Tian (謝天)**, aged 41, is a non-executive Director. He was appointed as a non-executive Director of the company on 29 November 2024. He is responsible for providing professional opinion and judgement to the Board. He has joined Baidu, Inc. (a company listed on the NASDAQ stock market and The Stock Exchange of Hong Kong Limited (NASDAQ: BIDU; HKEX: 9888), which is a substantial shareholder of the Company) since December 2014 and he is currently the general manager of Baidu industry search and intelligence business. Prior to that, Mr. XIE worked at Jike Search as technical director and Soudoushi Network as vice president of technology. He received a bachelor degree in computer science and technology from Jilin University in China in 2006.

Pursuant to the letter of appointment entered into between the Company and Mr. XIE, the term of the appointment of Mr. XIE is three years, subject to retirement from office and re-election at the next annual general meeting of the Company in accordance with the articles of association of the Company. In addition, he is also subject to the rotational retirement and re-election requirement at least once every three years.

Except as stated above, Mr. XIE 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.

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

Save as disclosed herein, there is no other information relating to Mr. XIE 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 2024 received by each of the Retiring Directors are set out in the financial statements of the Company's 2024 annual report. The Directors' remuneration is determined by the Remuneration Committee 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 Conference Room 3, 3rd Floor, Crowne Plaza Shanghai Noah Square, Putuo District, Shanghai, China, on Wednesday, 4 June 2025 at 10:30 a.m. to transact the following businesses:

#### ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and the auditor of the Company and its subsidiaries for the year ended 31 December 2024.
2.
  - (a) To re-elect Mr. DENG Huajin as an executive director.
  - (b) To re-elect Ms. SUN Jie as an executive director.
  - (c) To re-elect Mr. ZHOU Wei as a non-executive director.
  - (d) To re-elect Mr. ZHAO Guibin as a non-executive director.
  - (e) To re-elect Mr. XIE Tian as a non-executive director.
  - (f) To elect Mr. LAM Siu Wing as an independent non-executive director.
  - (g) 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 (including any sale or transfer of Shares out of treasury that are held as treasury Shares) (which

## NOTICE OF ANNUAL GENERAL MEETING

shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited coming into effect on June 11, 2024) 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 authorize 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;
- (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 (excluding any Shares that are held as treasury Shares) 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

## NOTICE OF ANNUAL GENERAL MEETING

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;
- (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 (excluding any Shares that are held as treasury Shares) 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

## NOTICE OF ANNUAL GENERAL MEETING

such amount shall not exceed 10% of the total number of Shares in issue (excluding any Shares that are held as treasury Shares) 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  
25 April 2025

*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 30 May 2025 to 4 June 2025 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 29 May 2025.
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 17/F, Far East Finance Centre, 16 Harcourt Road, 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. A circular containing further details concerning items 2 to 6 set out in the above notice will be sent to all shareholders of the Company together with this notice.
6. As at the date of this notice, the Board comprises Mr. DENG Huajin, Mr. TIAN Yuan and Ms. SUN Jie as executive Directors; Mr. ZHOU Wei, Mr. XIE Tian 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.