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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)

CONTINUING CONNECTED TRANSACTIONS

QIHONG REFERRAL SERVICES AGREEMENT WITH SHANGHAI QIJIA

The Board announces that on September 22, 2023, Shanghai Qihong, a wholly owned subsidiary of the Company, entered into the Qihong Referral Services Agreement with Shanghai Qijia, pursuant to which Shanghai Qijia will work with certain construction materials and household products suppliers, to sell customized construction materials and furniture packages to end-clients introduced by Shanghai Qihong. In return for the referral services provided by Shanghai Qihong, Shanghai Qijia will pay commission to Shanghai Qihong.

LISTING RULES IMPLICATIONS

Shanghai Qijia is ultimately controlled by Mr. Deng, an executive Director and chairman of the Board. Hence, Shanghai Qijia is an associate of Mr. Deng and a connected person of the Company. Accordingly, the transactions contemplated under the Qihong Referral Services Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Reference is made to the announcement of the Company dated January 4, 2023 in respect of the Renewed Brausen Referral Services Agreement. Given that the Qihong Referral Services Agreement and the Renewed Brausen Referral Services Agreement are entered into between subsidiaries of the Company on the one hand and Shanghai Qijia on the other and the nature of the transactions under these two agreements are similar, the Qihong Referral Services Agreement and the Renewed Brausen Referral Services Agreement shall be aggregated pursuant to Rule 14A.81 of the Listing Rules (the “**Aggregation**”). Since at least one of the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the annual caps for transactions contemplated under the Qihong Referral Services Agreement is above 0.1% but all applicable percentage ratios are below 5%, the transactions contemplated under the Qihong Referral Services Agreement are subject to the reporting, annual review and announcement requirements but are exempt from the independent shareholders’ approval requirement under Chapter 14A of the Listing Rules.

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End-clients introduced by Shanghai Qihong and Shanghai Qijia may enter into definitive purchase order in respect of each construction materials and furniture package stipulating the detailed terms including the final selling price and decorated home-size in accordance with the agreed terms of the Qihong Referral Services Agreement. Selling price of the construction materials and furniture package offered by Shanghai Qijia to end-clients ranges from RMB599 per sq.m. for the base package and up to RMB999 per sq.m. for the premium packages, which may be further adjusted by Shanghai Qijia based on its costs of production.

The Qihong Referral Services Agreement will be effective from September 22, 2023 to September 21, 2024. The commission payable to Shanghai Qihong for each construction materials and furniture package is determined after arm's length negotiation between the parties, which shall be at a rate equal to (a) 20% of the selling price of the construction materials and furniture package for home-sizes smaller than 70 sq.m.; (b) 22% of the selling price of the construction materials and furniture package for home-sizes between 70 sq.m. to 90 sq.m.; and (c) 25% of the selling price of the construction materials and furniture package for home-sizes above 90 sq.m.

Annual caps and basis

Annual caps and basis amounts receivable by Shanghai Qihong under the Qihong Referral Services Agreement for each of the year ending December 31, 2023 and December 31, 2024 is subject to a cap of RMB200,000 and RMB400,000, respectively. The annual cap is set based on the historical transaction amounts, anticipated number of packages referred, the estimated selling price of the construction materials and furniture packages to end-clients and the home-sizes involved.

With consideration of the Aggregation, commissions receivable by Shanghai Qihong under the Qihong Referral Services Agreement and by Shanghai Brausen under the Renewed Brausen Referral Services Agreement for the year ending December 31, 2023 is, on an aggregate basis, subject to a cap of RMB3,200,000.

REASONS FOR AND BENEFITS OF THE TRANSACTIONS

The Company is of the view that entering into the Qihong Referral Services Agreement will benefit the Group since the Qihong Referral Services Agreement provides the Group with an additional income stream in its ordinary course of business. Also, the familiarity of Shanghai Qijia with the Group can avoid lengthy negotiations between the parties, and that the fees under the Qihong Referral Services Agreement are negotiated after arm's length discussions and reflect normal commercial terms. In addition, since the two parties are both located in Shanghai, the proximity of the two facilitates business communication and development. As a result, the Company considers it desirable to enter into the Qihong Referral Services Agreement in its ordinary course of business. As Shanghai Qijia is ultimately controlled by Mr. Deng, Mr. Deng has abstained from voting on the Board resolution approving the Qihong Referral Services Agreement. The Directors (including independent non-executive Directors but excluding Mr. Deng who has abstained from voting) are of the view that the Qihong Referral Services Agreement was entered into after arm's length negotiation between the respective parties, and is in the ordinary and usual course of business of the Group, reflect normal commercial terms and are in the interests of the Company and its shareholders as a whole, and the terms and annual caps are fair and reasonable.

GENERAL INFORMATION

The Company is incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange. The Company is one of the leading providers of SaaS solution in interior design and construction industry in the PRC.

Shanghai Qihong is a company incorporated in the PRC with limited liability and principally focused on provision of self-operated interior design and construction services. It is a wholly owned subsidiary of the Company.

Shanghai Qijia is a company incorporated in the PRC with limited liability and principally focused on shopping mall management and leasing business. As of the date of this announcement, the equity interest of Shanghai Qijia is held by Ninghua Humin Investment Limited Partnership as to 99.9% and Mr. Qiu Zhenyi as to 0.1%.

Shanghai Qibei Information Technology Co., Ltd.* (上海齊倍信息科技有限公司) acts as the general partner of and one of the limited partners holding 10% of Ninghua Humin Investment Limited Partnership for the benefit of Mr. Deng, both exercising such power at the direction of Mr. Deng, and hold such limited partner interest on behalf of Mr. Deng. Mr. Deng is also a limited partner holding 90% equity interest in Ninghua Humin Investment Limited Partnership. Mr. Qiu Zhenyi holds 99.9% equity interests of Shanghai Qibei Information Technology Co., Ltd., which in turn directly holds 10% equity interests of Ninghua Humin Investment Limited Partnership.

LISTING RULES IMPLICATIONS

Shanghai Qijia is ultimately controlled by Mr. Deng, an executive Director and chairman of the Board. Hence, Shanghai Qijia is an associate of Mr. Deng and a connected person of the Company. Accordingly, the transactions contemplated under the Qihong Referral Services Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Reference is made to the announcement of the Company dated January 4, 2023 in respect of the Renewed Brausen Referral Services Agreement. Given that the Qihong Referral Services Agreement and the Renewed Brausen Referral Services Agreement are entered into between subsidiaries of the Company on the one hand and Shanghai Qijia on the other and the nature of the transactions under these two agreements are similar, the Qihong Referral Services Agreement and the Renewed Brausen Referral Services Agreement shall be aggregated pursuant to Rule 14A.81 of the Listing Rules (the “**Aggregation**”). Since at least one of the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the annual caps for transactions contemplated under the Qihong Referral Services Agreement is above 0.1% but all applicable percentage ratios are below 5%, the transactions contemplated under the Qihong Referral Services Agreement are subject to the reporting, annual review and announcement requirements but are exempt from the independent shareholders’ approval requirement under Chapter 14A of the Listing Rules.

DEFINITIONS

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

“associates”	has the meaning ascribed to it under the Listing Rules
“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)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

“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)
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC” or “China”	the People’s Republic of China
“Qihong Referral Services Agreement”	the referral services agreement dated September 22, 2023 entered into between Shanghai Qihong and Shanghai Qijia pursuant to which Shanghai Qijia will work with certain construction materials and household products suppliers, to sell customized construction materials and furniture packages to end-clients introduced by Shanghai Qihong
“Renewed Brausen Referral Services Agreement”	the referral services agreement dated January 4, 2023 entered into between Shanghai Brausen and Shanghai Qijia pursuant to which Shanghai Qijia will work with certain construction materials and household products suppliers, to sell customized construction materials and furniture packages to end-clients introduced by Shanghai Brausen
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai Brausen”	Shanghai Brausen Decoration Engineering Co., Ltd.* (上海博若森裝飾工程有限公司), a company incorporated in the PRC with limited liability and a wholly owned subsidiary of the Company
“Shanghai Qihong”	Shanghai Qihong Intelligence Technology Co., Ltd.* (上海齊虹智能科技有限公司), a company incorporated in the PRC with limited liability and a wholly owned subsidiary of the Company
“Shanghai Qijia”	Shanghai Qijia E-Commerce Co., Ltd.* (上海齊家電子商務有限公司), a company with limited liability incorporated in the PRC, which is ultimately controlled by Mr. Deng as of the date of this announcement
“Share(s)”	the ordinary share(s) of US\$0.0001 each of the Company
“Shareholders”	holders of the Shares

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“%”

per cent

* *The Chinese name of the entities established in the PRC is the official name and the English name is the translation for identification purpose only.*

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

Shanghai, the PRC, September 22, 2023

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, Mr. Zhao Guibin and Mr. Xiao Yang as non-executive Directors; and Mr. Zhang Lihong, Mr. Cao Zhiguang and Mr. Wong Man Chung Francis as independent non-executive Directors.