
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 your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Youzan Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM 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.



China Youzan Limited

中國有贊有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8083)

**(1) GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES,
(2) RE-ELECTION OF DIRECTORS,
(3) RE-APPOINTMENT OF AUDITOR
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the “AGM”) to be held at 24/F, Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong at 10:00 a.m. on Thursday, 6 May 2021, is set out on pages 19 to 23 of this circular. A form of proxy for use by the shareholders of the Company at the AGM (or any adjournment thereof) is also enclosed. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to Computershare Hong Kong Investor Services Limited, the share registrar of the Company in Hong Kong, at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time schedule for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM (or any adjournment thereof) in person if you so wish. This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication and on the Company’s website at www.Chinayouzan.com.

PRECAUTIONARY MEASURES FOR AGM

In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following preventive measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection including, without limitation:

- compulsory body temperature checks
- compulsory wearing of surgical face masks for each attendee
- no distribution of corporate gifts or refreshments

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the venue of the AGM. The Company also encourages its shareholders to consider appointing the chairman of the meeting as its/his/her proxy to vote on the relevant resolutions at AGM as an alternative to attending the meeting in person.

31 March 2021

CHARACTERISTICS OF THE GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

TABLE OF CONTENTS

	<i>Page</i>
Precautionary Measures for AGM	1
Definitions	2
Letter from the Board	4
Appendix I – Explanatory Statement	8
Appendix II – Biographical Details of Directors Proposed to be Re-elected	12
Notice of AGM	19

Accompanying: Form of proxy for AGM

PRECAUTIONARY MEASURES FOR AGM

In view of the ongoing Novel Coronavirus (“COVID-19”) epidemic and recent requirements, if any, for prevention and control of its spread, the Company will implement the following preventive measures at the AGM:

- (i) Compulsory body temperature check will be conducted for every shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms, may be denied entry into or be required to leave the AGM venue at the Company’s discretion.
- (ii) Shareholders that (a) have travelled, and have been in close contact with any person who has travelled, outside of Hong Kong (as per guidelines issued by the Hong Kong government) at any time in the preceding 14 days; (b) are, and have been, in close contact with any person who is, subject to any Hong Kong Government prescribed compulsory quarantine (including home quarantine); (c) are, and have been, in close contact with anyone who has contracted COVID-19, has been tested preliminarily positive of COVID-19 or is suspected of contracting COVID-19; or (d) have any flu-like symptoms, may be denied entry into or be required to leave the AGM venue.
- (iii) All shareholders, proxies and other attendees are required to wear surgical face masks inside the AGM venue at all times. Any person who does not comply with this requirement may be denied entry into or be required to leave the AGM venue. A safe distance between seats are also recommended.
- (iv) No refreshments will be served, and there will be no corporate gifts at the AGM.

To the extent permitted under the laws of Hong Kong, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders’ health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative to attending the meeting in person, shareholders are encouraged to consider appointing the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM by submitting forms of proxy with voting instructions inserted.

Subject to the development of COVID-19, the Company may implement further changes to the arrangement of the AGM as appropriate and precautionary measures and may issue further announcement on such measures as appropriate.

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 held at 24/F., Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong at 10:00 a.m. on Thursday, 6 May 2021, notice of which is set out on pages 19 to 23 of this circular
“Board”	the board of Directors
“Business Day”	any day (other than a Saturday or Sunday or public holiday) on which banks in Hong Kong are open for the transaction of normal business
“Bye-Laws”	the bye-laws of the Company as may be amended from time to time
“close associate(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Company”	China Youzan Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on GEM
“core connected person(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM
“General Mandates”	the Issue Mandate and the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	the proposed general mandate to be granted to the Directors at the AGM to allot, issue and deal with new Shares up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant ordinary resolution granting such mandate
“Latest Practicable Date”	26 March 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Notice”	the notice convening the AGM as set out on pages 19 to 23 of this circular
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong
“Repurchase Mandate”	the proposed general mandate to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of passing of the relevant ordinary resolution granting such mandate
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Codes on Takeovers and Mergers and Share Buy-backs issued by Securities and Futures Commission, as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



China Youzan Limited

中國有贊有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8083)

Executive Directors:

Cao Chunmeng
Yan Xiaotian
Zhu Ning
Cui Yusong
Yu Tao
Ying Hangyan

Independent Non-Executive Directors:

Fong Chi Wah
Gu Jiawang
Xu Yanqing
Deng Tao

Registered office:

31 Victoria Street
5th Floor
Hamilton, HM 10
Bermuda

*Principal place of business
and head office in Hong Kong:*

Unit 2708, 27/F
The Center
99 Queen's Road Central
Hong Kong

31 March 2021

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES,
(2) RE-ELECTION OF DIRECTORS,
(3) RE-APPOINTMENT OF AUDITOR
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The Shareholders passed the resolutions to grant the general mandates to the Directors to issue and allot Shares and to exercise the powers of the Company to repurchase its own Shares (the "Previous Mandates") at the annual general meeting held on 12 May 2020 in accordance with the GEM Listing Rules. The Previous Mandates will lapse at the conclusion of the AGM. It is therefore proposed that the general mandates to issue and allot Shares and to repurchase Shares be renewed at the AGM.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information regarding (i) the proposed renewal of the general mandates to issue and allot Shares and to repurchase Shares of the Company; (ii) the proposed re-election of Directors and (iii) the proposed re-appointment of auditor of the Company and to seek your approval of the resolutions relating to these matters at the AGM.

2. ISSUE MANDATE

Ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate, and authorise the extension of the Issue Mandate to issue and allot the Shares repurchased by the Company under the Repurchase Mandate, details of which are set out in ordinary resolutions nos. 4, 5 and 6 of the AGM Notice. The Shares of the Company which may be issued and allotted pursuant to the Issue Mandate is limited to a maximum of 20% of the issued share capital of the Company at the date of passing of the resolution approving the Issue Mandate. On the basis that 17,260,003,617 Shares are in issue as at the Latest Practicable Date and no further Shares are issued or repurchased prior to the AGM, exercise in full of the Issue Mandate (without being extended by the number of Shares (if any) repurchased by the Company under the Repurchase Mandate) could result in up to 3,452,000,723 Shares being issued and allotted by the Company.

3. REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution no. 5 of the AGM Notice. The Shares of the Company which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of the issued share capital of the Company at the date of passing of the resolution approving the Repurchase Mandate.

An explanatory statement as required under the GEM Listing Rules, in particular Rule 13.08, giving certain information regarding the Repurchase Mandate, is set out in the Appendix I hereto.

4. RE-ELECTION OF DIRECTORS

In accordance with Article 99 of the Bye-Laws, Mr. Zhu Ning, Mr. Cui Yusong, Mr. Yu Tao and Ms. Ying Hangyan will retire by rotation at the forthcoming AGM and, being eligible, offer themselves for re-election.

Saved as disclosed in Appendix II to this Circular, Mr. Zhu Ning, Mr. Cui Yusong, Mr. Yu Tao and Ms. Ying Hangyan have no relationships with any directors, senior management, substantial shareholders, or controlling shareholders of the Company.

LETTER FROM THE BOARD

The nomination committee of the Company has assessed and reviewed each of the independent non-executive Directors' annual written confirmation of independence based on the independence criteria as set out in Rule 5.09 to the GEM Listing Rules and confirmed that all independent non-executive Directors remain independent.

Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election and appointment is subject to shareholders' approval at the relevant general meeting.

Brief biographical details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

5. RE-APPOINTMENT OF AUDITORS

At the last annual general meeting of the Company, RSM Hong Kong was re-appointed as the auditor of the Company.

Messrs. RSM Hong Kong will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment. The Board proposes to re-appoint Messrs. RSM Hong Kong as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company to be held in 2022.

6. ANNUAL GENERAL MEETING

A notice convening the AGM is set out on page 19 to 23 of this circular. A form of proxy for use by the Shareholders at the AGM is also enclosed.

Whether or not you intend to attend the AGM in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to Computershare Hong Kong Investor Services Limited, the share registrar of the Company in Hong Kong, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

7. VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll.

An announcement on the poll results will be made by the Company after the AGM in the manner prescribed and Rule 17.47(5) of the GEM Listing Rules.

8. RECOMMENDATION

The Directors believe that the granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate, the re-election of Directors and the re-appointment of auditors are in the best interests of the Company, the Group and the shareholders as a whole and so recommend the shareholders to vote in favour of the resolutions to be proposed at the AGM. The Directors will vote all their shareholdings in favour of the resolutions.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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. Your attention is also drawn to the information set out in the appendices to this circular.

10. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of
China Youzan Limited
Zhu Ning
Chairman

The following is the explanatory statement given to all shareholders which is required by Rule 13.08 of the GEM Listing Rules and under the Share Buy Back Rules in connection with the proposed Repurchase Mandate.

(I) GEM LISTING RULES RELATING TO THE REPURCHASE SHARES

The GEM Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognized by the Securities and Future Commission of Hong Kong subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

(II) SHARE CAPITAL

As the Latest Practicable Date, the issued share capital of the Company comprised 17,260,003,617 Shares.

(III) THE REPURCHASE PROPOSAL

The resolution set out in Resolution 5 in the notice convening the AGM which will be proposed at the AGM relates to the granting of a general and unconditional mandate (the “Repurchase Mandate”) to the Directors to repurchase, on GEM or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission, Shares up to a maximum of 10% of the issued share capital of the Company at the date of passing the resolution (the “Repurchase Proposal”). Exercise in full of the Repurchase Mandate, on the basis of 17,260,003,617 shares in issue as at the Latest Practicable Date, would result in 1,726,000,361 shares (representing 10% of the total issued share capital of the Company).

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed to repurchase a maximum of 1,726,000,361 fully paid-up Shares (representing 10% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM) during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or the Companies Act 1981 of Bermuda (as amended) to be held; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of Shareholders in general meeting.

(IV) REASONS FOR REPURCHASE

Although the Directors have no present intention of repurchasing the Shares, they believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchase may, depending on the market conditions and funding arrangement at the time, lead to an enhancement of the net assets value 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.

(V) FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Bye-Laws, the GEM Listing Rules and the applicable laws of Bermuda.

It is envisaged that the funds required for any repurchase of Shares would be derived from the capital paid up on the Shares being repurchased and from the distributable profits of the Company.

An exercise of the Repurchase Mandate in full might have a material adverse impact on the working capital and gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts as at 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 impact on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

(VI) SHARE PRICES

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

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
March	0.91	0.63
April	0.79	0.62
May	0.81	0.66
June	1.29	0.79
July	1.84	1.28
August	1.87	1.48
September	1.92	1.36
October	2.17	1.62
November	2.23	1.55
December	2.38	1.88
2021		
January	4.17	2.31
February	4.52	2.85
March (up to the Latest Practicable Date)	3.6	2.15

(VII) GENERAL INFORMATION

- (a) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.
- (b) The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Bye-Laws, the GEM Listing Rules and the applicable laws of Bermuda.

- (c) No core connected persons (as defined in the GEM Listing Rules) of the Company has notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, if the Repurchase Mandate is exercised.

(VIII) TAKEOVERS CODE

If as the result of a repurchase of the Shares, 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 the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Whitecrow Investment Ltd., wholly-owned by Mr. Zhu Ning, a substantial shareholder of the Company and an Executive Director, held 1,440,601,703 Shares, representing approximately 8.35% of the existing entire issued share capital of the Company, and Youzan Teamwork Inc., the 26% equity interest of which is owned by Mr. Zhu Ning, held 363,170,101 Shares, representing approximately 2.10% of the existing entire issued share capital of the Company, having a total of 1,803,771,804 Shares, representing approximately 10.55% of the existing entire issued share capital of the Company. In the event that the Directors exercise the Repurchase Mandate in full, the equity interest of Mr. Zhu Ning in the Company through the companies he owned would be increased to approximately 11.61% of the issued share capital of the Company. No obligation to make a mandatory offer under the Takeovers Code would arise.

(IX) SHARES PURCHASE MADE BY THE COMPANY

The Company had not purchased any Shares (whether on the GEM or otherwise) in the previous six months prior to the Latest Practicable Date.

The biographical details of the retiring Directors proposed to be re-elected at the AGM are set out as follows:

Mr. Zhu Ning, aged 38, joined the Company in April 2018. He was appointed as an executive Director and the chief executive officer of the Company in May 2018 and was further appointed as the chairman of the Board in February 2021. Mr. Zhu is the founder and the chief executive officer of Youzan Group (comprising Youzan Technology Inc. (formerly known as Qima Holdings Ltd.) and its subsidiaries) and is responsible for formulation of the overall development planning and business strategies as well as the daily management of Youzan Group. He is one of the pioneer user experience designers in the People's Republic of China. Before establishing Youzan Group, Mr. Zhu was a product experience planner of Alipay and an interaction designer of Baidu and has profound experience in the realm of internet, including but not limited to online payment, e-business, internet communities and online search services. He graduated from Henan Radio & Television University with a diploma. He is also the executive officer of China Prepay Group Limited ("China Prepay"), an indirect wholly-owned subsidiary of the Company.

Pursuant to a service contract entered into between the Company and Mr. Zhu, his appointment as an executive Director is for a term of three years and shall continue thereafter subject to retirement by rotation at least once every three years in accordance with the Company's Bye-laws 99 and is eligible offer himself for re-election as director in the AGM. He is entitled to a director's fee of HK\$2,640,000 per annum, which is determined by the prevailing market conditions and his roles and responsibilities in the Company.

APPENDIX II**BIOGRAPHICAL DETAILS OF DIRECTORS
PROPOSED TO BE RE-ELECTED**

As at the date of this circular, the interests or short positions of Mr. Zhu in the Shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange, were as follows:

Name of Director	Interest in shares	Interest in underlying shares	Total interest in shares	% Shareholding
Mr. Zhu Ning	1,440,601,703 (Note 1)	100,000,000 (Note 3)	1,903,771,804	11.03%
	363,170,101 (Note 2)			

Note 1: The shares are held by Whitecrow Investment Ltd. (“Whitecrow”). Whitecrow is a company incorporated in the British Virgin Islands with limited liability and is 100% beneficially owned by Mr. Zhu Ning.

Note 2: The shares are held by Youzan Teamwork Inc. (“Youzan Teamwork”). Youzan Teamwork is a company incorporated in the British Virgin Islands with limited liability and is owned as to 8% by Mr. Zhu Ning and 18% by Whitecrow, 8% by V5.Cui Investment Ltd. (100% beneficially owned by Mr. Cui Yusong), 8% by Vulcan Global Holdings Inc. (100% beneficially owned by Mr. Yu Tao) and 8% by Elrino Investment Ltd. (100% beneficially owned by Ms. Ying Hangyan).

Note 3: The Company granted the share options under New Share Option Scheme on 9 September 2019, and was approved at the extraordinary general meeting on 14 October 2019. The share options is valid until 30 June 2024 and has an exercise price of HK\$1.00.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhu Ning does not have any interests or short positions in any Shares, underlying Shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. He has confirmed that there is no other information relating to his appointment which is required to be disclosed pursuant to Rule 17.50(2)(h) to (w) of the GEM Listing Rules or matters needed to be brought to the attention of the Shareholders. Save as disclosed herein, Mr. Zhu has confirmed that he does not hold any other position with the Company and other members of the Group, or any other directorship in other listed public companies in Hong Kong or overseas in the last three years.

Mr. Zhu does not have any relationship with any Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and any of their respective associates (as defined under GEM Listing Rules) as at the Latest Practicable Date.

Mr. Cui Yusong, aged 34, joined the Company in April 2018 and was appointed as an executive Director and the chief technology officer of the Company in May 2018. Mr. Cui is the co-founder and the chief technology officer of Youzan Group as well as the chief executive officer of Youzan Cloud. Mr. Cui is responsible for technology reserve, artificial intelligence and product strategic planning as well as management of the research and development (“R&D”) team of Youzan Group. Prior to joining Youzan Group, Mr. Cui served in a number of R&D or R&D management positions in Alipay, Alibaba Cloud and Taobao. Mr. Cui graduated from Shaoxing University with a bachelor degree in management. He is also the technology officer of China Prepay, an indirect wholly-owned subsidiary of the Company.

Pursuant to a service contract entered into between the Company and Mr. Cui, his appointment as an executive Director is for a term of three years and shall continue thereafter subject to retirement by rotation at least once every three years in accordance with the Company’s Bye-laws 99 and is eligible offer himself for re-election as director in the AGM. He is entitled to a director’s fee of HK\$2,400,000 per annum, which is determined by the prevailing market conditions and his roles and responsibilities in the Company.

As at the date of this circular, the interests or short positions of Mr. Cui in the Shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange, were as follows:

Directors	Interest in shares	Long Position in Shares		
		Interest in underlying shares	Total interest in shares	% Shareholding
Mr. Cui Yusong	241,885,127 (Note 1)	20,000,000 (Note 2)	625,055,228	3.62%
	363,170,101 (Note 3)			

Note 1: The shares are held by V5.Cui Investment Ltd. (“V5.Cui”). V5.Cui is a company incorporated in the British Virgin Islands with limited liability and is 100% beneficially owned by Mr. Cui Yusong.

Note 2: The Company granted the share options under New Share Option Scheme on 9 September 2019, and was approved at the extraordinary general meeting on 14 October 2019. The share options is valid until 30 June 2024 and has an exercise price of HK\$0.90.

Note 3: The shares are held by Youzan Teamwork Inc. (“Youzan Teamwork”). Youzan Teamwork is a company incorporated in the British Virgin Islands with limited liability and is owned as to 8% by Mr. Zhu Ning and 18% by Whitecrow, 8% by V5.Cui Investment Ltd. (100% beneficially owned by Mr. Cui Yusong), 8% by Vulcan Global Holdings Inc. (100% beneficially owned by Mr. Yu Tao) and 8% by Elrino Investment Ltd. (100% beneficially owned by Ms. Ying Hangyan).

Save as disclosed above, as at the Latest Practicable Date, Mr. Cui Yusong does not have any interests or short positions in any Shares, underlying Shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. He has confirmed that there is no other information relating to his appointment which is required to be disclosed pursuant to Rule 17.50(2)(h) to (w) of the GEM Listing Rules or matters needed to be brought to the attention of the Shareholders. Save as disclosed herein, Mr. Cui has confirmed that he does not hold any other position with the Company and other members of the Group, or any other directorship in other listed public companies in Hong Kong or overseas in the last three years.

Mr. Cui does not have any relationship with any Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and any of their respective associates (as defined under GEM Listing Rules) as at the Latest Practicable Date.

Mr. Yu Tao, aged 33, joined the Company in April 2018 and was appointed as an executive Director and the chief financial officer of the Company in May 2018 and was further appointed as the Compliance Officer of the Company in February 2021. Mr. Yu graduated from Nankai University with a bachelor degree in accounting and is a member of each of Chartered Professional Accountants of Canada and Certified General Accountants Association of Canada. Mr. Yu joined Youzan Group in 2014 as the chief financial officer and is responsible for financial planning and management, business data analysis, research on users, investment and investor’s relations of Youzan Group. Prior to joining Youzan Group, he worked in Ernst & Young, Shantui Equipment Southern Africa (Pty) Ltd. and Alipay. Mr. Yu is also the financial officer of China Prepay, an indirect wholly-owned subsidiary of the Company.

Pursuant to a service contract entered into between the Company and Mr. Yu, his appointment as an executive Director is for a term of three years and shall continue thereafter subject to retirement by rotation at least once every three years in accordance with the Company’s Bye-laws 99 and is eligible offer himself for re-election as director in the AGM. He is entitled to a director’s fee of HK\$2,220,000 per annum, which is determined by the prevailing market conditions and his roles and responsibilities in the Company.

APPENDIX II**BIOGRAPHICAL DETAILS OF DIRECTORS
PROPOSED TO BE RE-ELECTED**

As at the date of this circular, the interests or short positions of Mr. Yu in the Shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange, were as follows:

Directors	Interest in shares	Long Position in Shares		
		Interest in underlying shares	Total interest in shares	% Shareholding
Mr. Yu Tao	363,170,101 (Note 1)	15,000,000 (Note 2)	378,170,101	2.19%

Note 1: The shares are held by Youzan Teamwork Inc. (“Youzan Teamwork”). Youzan Teamwork is a company incorporated in the British Virgin Islands with limited liability and is owned as to 8% by Mr. Zhu Ning and 18% by Whitecrow, 8% by V5.Cui Investment Ltd. (100% beneficially owned by Mr. Cui Yusong), 8% by Vulcan Global Holdings Inc. (100% beneficially owned by Mr. Yu Tao) and 8% by Elrino Investment Ltd. (100% beneficially owned by Ms. Ying Hangyan).

Note 2: The Company granted the share options under New Share Option Scheme on 9 September 2019, and was approved at the extraordinary general meeting on 14 October 2019. The share options is valid until 30 June 2024 and has an exercise price of HK\$0.90.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yu Tao does not have any interests or short positions in any Shares, underlying Shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. He has confirmed that there is no other information relating to his appointment which is required to be disclosed pursuant to Rule 17.50(2)(h) to (w) of the GEM Listing Rules or matters needed to be brought to the attention of the Shareholders. Save as disclosed herein, Mr. Yu has confirmed that he does not hold any other position with the Company and other members of the Group, or any other directorship in other listed public companies in Hong Kong or overseas in the last three years.

Mr. Yu does not have any relationship with any Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and any of their respective associates (as defined under GEM Listing Rules) as at the Latest Practicable Date.

Ms. Ying Hangyan, aged 39, joined the Company in April 2018 and was appointed as an executive Director and the chief service officer of the Company in May 2018. She is responsible for management of the help center, talent development and organisation operation. Ms. Ying graduated from Beijing Technology and Business University with a bachelor degree in economics and a master degree in engineering, majoring in science management and engineering. Ms. Ying joined Youzan Group in 2014 as chief service officer and is responsible for the management of client services and contract compliance of Youzan Group. Ms. Ying is also the service officer of China Prepay, an indirect wholly-owned subsidiary of the Company. Prior to joining Youzan Group, Ms. Ying worked in Lexmark Printers (Shenzhen) Co., Ltd. (利盟打印機(深圳)有限公司), Huarun Sun Hung Kei Real Estate (Hangzhou) Co. Ltd. (華潤新鴻基房地產(杭州)有限公司) and Tang Shuo Education (唐碩教育).

Pursuant to a service contract entered into between the Company and Ms. Ying, her appointment as an executive Director is for a term of three years and shall continue thereafter subject to retirement by rotation at least once every three years in accordance with the Company's Bye-laws 99 and is eligible offer herself for re-election as director in the AGM. She is entitled to a director's fee of HK\$1,896,000 per annum, which is determined by the prevailing market conditions and her roles and responsibilities in the Company.

APPENDIX II**BIOGRAPHICAL DETAILS OF DIRECTORS
PROPOSED TO BE RE-ELECTED**

As at the date of this circular, the interests or short positions of Ms. Ying in the Shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange, were as follows:

Directors	Interest in shares	Long Position in Shares		
		Interest in underlying shares	Total interest in shares	% Shareholding
Ms. Ying Hangyan	852,000 363,170,101 (Note 1)	15,000,000 (Note 2)	379,022,101	2.20%

Note 1: The shares are held by Youzan Teamwork Inc. (“Youzan Teamwork”). Youzan Teamwork is a company incorporated in the British Virgin Islands with limited liability and is owned as to 8% by Mr. Zhu Ning and 18% by Whitecrow, 8% by V5.Cui Investment Ltd. (100% beneficially owned by Mr. Cui Yusong), 8% by Vulcan Global Holdings Inc. (100% beneficially owned by Mr. Yu Tao) and 8% by Elrino Investment Ltd. (100% beneficially owned by Ms. Ying Hangyan).

Note 2: The Company granted the share options under New Share Option Scheme on 9 September 2019, and was approved at the extraordinary general meeting on 14 October 2019. The share options is valid until 30 June 2024 and has an exercise price of HK\$0.90.

Save as disclosed above, as at the Latest Practicable Date, Ms. Ying Hangyan does not have any interests or short positions in any Shares, underlying Shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. She has confirmed that there is no other information relating to her appointment which is required to be disclosed pursuant to Rule 17.50(2)(h) to (w) of the GEM Listing Rules or matters needed to be brought to the attention of the Shareholders. Save as disclosed herein, Ms. Ying has confirmed that she does not hold any other position with the Company and other members of the Group, or any other directorship in other listed public companies in Hong Kong or overseas in the last three years.

Ms. Ying does not have any relationship with any Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and any of their respective associates (as defined under GEM Listing Rules) as at the Latest Practicable Date.

NOTICE OF AGM



China Youzan Limited

中國有贊有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8083)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China Youzan Limited (the “Company”) will be held at 24/F., Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong at 10:00 a.m. on Thursday, 6 May 2021 for the following purposes:

1. To consider and approve the audited financial statements and the reports of the directors and auditors for the year ended 31st December 2020.
2. To re-elect retiring directors and authorise the board of directors to fix their remuneration.
3. To re-appoint auditors of the Company and to authorise the board of directors to fix their remuneration.

As special business, to consider and, if thought fit, to pass the following resolutions as ordinary resolutions of the Company:

4. **“THAT**
 - (i) subject to paragraph (iii) of this resolution, pursuant to the Rules Governing the Listing of Securities on the GEM (the “GEM Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- (ii) the approval in paragraph (i) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as defined below), (b) the exercise of warrants to subscribe for shares of the Company or the exercise of options granted under any ordinary share option scheme adopted by the Company, or (c) an issue of shares of the Company in lieu of whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and this approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:

“Relevant Period” means the period from the date of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the Company Act 1981 of Bermuda (amended) or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting.

“Rights Issue” means offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares on the register 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 overseas shareholders or 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 outside Hong Kong).”

NOTICE OF AGM

5. **“THAT**

- (i) subject to paragraph (ii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase issued shares in the capital of the Company on GEM or any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in connection with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on GEM or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and this approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the Company Act 1981 of Bermuda (as amended) or any applicable laws to be held; and
- (c) the date on which the authority sets out for this resolution is revoked or varied by an ordinary resolution in general meeting.”

NOTICE OF AGM

6. “**THAT** conditional upon ordinary resolutions nos. 4 and 5 above being passed, the aggregate nominal amount of shares of the Company which are repurchased by the Company under the authority granted to the directors of the Company as mentioned in ordinary resolution no. 5 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to ordinary resolution no. 4 above.”

By order of the Board
China Youzan Limited
Zhu Ning
Chairman

Hong Kong, 31 March 2021

Head Office and Principal Place of Business:

Unit 2708, 27/F.

The Center

99 Queen’s Road Central

Hong Kong

Notes:

1. Any member entitled to attend and vote at the AGM is entitled to appoint one or more separate proxies to attend and vote instead of him/her. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company.
2. Where there are joint holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, provided that if more than one of such joint holders be present at the AGM personally or by proxy, the person whose name stands first in the register in respect of such share shall alone be entitled to vote in respect thereof.
3. The register of members of the Company will be closed from Monday, 3 May 2021 to Thursday, 6 May 2021, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, unregistered holders of Shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration no later than 4:30 p.m. on Friday, 30 April 2021.

NOTICE OF AGM

4. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at Computershare Hong Kong Investor Services Limited, the share registrar of the Company in Hong Kong, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no less than 48 hours before the time schedule for holding the AGM. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the AGM and any adjourned meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. An explanatory statement containing further details regarding ordinary resolutions as required by the Rules Governing the Listing of Securities on GEM is set out in appendix I to the circular of the Company dated 31 March 2021.
6. Particulars of the retiring directors are set out in appendix II to the circular of the Company dated 31 March 2021.
7. A form of proxy for use in connection with the AGM is enclosed with the circular of the Company dated 31 March 2021. Such form is also published on the website of GEM at www.hkgem.com and on the Company's website at www.chinayouzan.com.
8. As at the date of this notice, the Board comprises six executive Directors, namely Mr. Cao Chunmeng, Mr. Yan Xiaotian, Mr. Zhu Ning, Mr. Cui Yusong, Mr. Yu Tao and Ms. Ying Hangyan; and four independent non-executive Directors, namely Dr. Fong Chi Wah, Mr. Gu Jiawang, Mr. Xu Yanqing and Mr. Deng Tao.