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MOBICON GROUP LIMITED

萬保剛集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1213)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Annual General Meeting”) of the abovenamed company (the “Company”) will be held at Yau Yat Chuen Garden City Club, 7 Cassia Road, Yau Yat Chuen, Kowloon, Hong Kong on Wednesday, 17 August 2022 at 12:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2022.
2. To declare a final dividend of HK0.5 cents per share for the year ended 31 March 2022.
3. To re-elect Mr. Yeung Kwok Leung, Allix as an executive Director of the Company.
4. To re-elect Mr. Ku Wing Hong, Eric as an independent non-executive Director of the Company.
5. To authorise the remuneration committee of the Company to fix the remuneration of the Directors of the Company.
6. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

* *For identification purpose only*

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

ORDINARY RESOLUTIONS

A. **“THAT:**

- (a) subject to paragraph (c) of this resolution and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the exercise by 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 HK\$0.10 each in the Company (the “Shares”) and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);
- (c) 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 pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to a Rights Issue (as hereinafter defined) or scrip dividend scheme of the Company or the exercise of the subscription rights under the share option scheme of the Company shall not exceed twenty per cent. (20%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes 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 bye-laws (the “Bye-laws”) of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the 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 (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

B. “THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed ten per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes 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 Bye-laws of the Company or any applicable law to be held; and

(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

C. “**THAT** conditional upon resolution no. 7B above being passed, the aggregate nominal amount of the number of Shares which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution no. 7B 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 pursuant to resolution no. 7A above.”

SPECIAL RESOLUTION

8. As special business to consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the existing bye-laws of the Company (the “Existing Bye-laws”) be amended in the manner as set out in the circular of the Company dated 15 July 2022 (the “Circular”); and the new bye-laws of the Company (the “New Bye-laws”) in the form produced to the Annual General Meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the Annual General Meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted as the bye-laws of the Company in substitution for and to the exclusion of the Existing Bye-laws with immediate effect and that any one of the Directors be and is hereby authorised to do all things necessary to implement the adoption of the New Bye-laws.”

By order of the Board
Mobicon Group Limited
Tsoi Ho Yin
Company Secretary

Hong Kong, 15 July 2022

Principal Office:

7th Floor, New Trend Centre
704 Prince Edward Road East
San Po Kong
Kowloon
Hong Kong

MEMBERS OF THE BOARD

As at the date of this notice, the board of directors of the Company comprises Dr. Hung Kim Fung, Measure, Madam Yeung Man Yi, Beryl, Mr. Hung Ying Fung, and Mr. Yeung Kwok Leung, Allix as executive Directors and Mr. Charles E. Chapman, Dr. Leung Wai Cheung and Mr. Ku Wing Hong, Eric as independent non-executive Directors.

Notes:

- (1) In order to ascertain the right to attend the Annual General Meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Branch Share Registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m., Thursday, 11 August 2022.
- (2) In order to ascertain the right to receive the final dividend, if any, payable on Monday, 5 September 2022, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Branch Share Registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m., Monday, 22 August 2022.
- (3) A member entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (4) In order to be valid, the form of proxy must be lodged with the Company's Share Registrar in Hong Kong as aforesaid, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (5) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (6) In response to the current situation of the COVID-19 pandemic in Hong Kong, the following measures will be taken at the Annual General Meeting:
 - (i) requiring all attendees of the Annual General Meeting be subject to body temperature checking. Any person with a body temperature of over 37.3 degrees Celsius may be denied entry into the Annual General Meeting venue or be required to leave the Annual General Meeting venue;
 - (ii) no entry will be allowed to any Shareholder or proxy at the absolute discretion of the Company as permitted by law who (a) is subject to prescribed quarantine order imposed by the Government or has close contact with any person under quarantine; or (b) has any flu-like symptoms or is otherwise unwell; or (c) refuses to comply with the precautionary measures;
 - (iii) requiring all attendees of the Annual General Meeting to wear surgical mask before they are permitted to attend, and during their attendance of the Annual General Meeting; and
 - (iv) no distribution of souvenir and no refreshment will be served by the Company at the Annual General Meeting this year.

In addition, seating at the Annual General Meeting venue will be arranged so as to allow for appropriate social distancing. As a result, there will be limited capacity for shareholders to attend the Annual General Meeting. The Company may limit the number of attendees at the Annual General Meeting as may be necessary to avoid over-crowding. Subject to the development of COVID-19 pandemic, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate. Shareholders are kindly reminded that subject to the situation of COVID-19 pandemic at the time of the Annual General Meeting, the attendance at the Annual General Meeting may pose a health risk to the attendees. Shareholders should assess for themselves whether they should attend in person. Shareholders may consider appointing the chairman of the Annual General Meeting as his/her proxy to vote on the resolutions, instead of attending the Annual General Meeting in person.

If tropical cyclone warning signal No. 8 or above, or a “black” rainstorm warning or “extreme conditions after super typhoons” announced by the Government of Hong Kong is/are in effect any time after 7:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the website of the Company at www.mobicon.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify members of the date, time and place of the re-scheduled meeting.

If a tropical cyclone warning signal No. 8 or above or a “black” rainstorm warning signal or “extreme conditions after super typhoons” announced by the Government of Hong Kong is/are lowered or cancelled at or before 9:00 a.m. on the date of the Annual General Meeting and where conditions permit, the meeting will be held as scheduled.

The Annual General Meeting will be held as scheduled when an “amber” or “red” rainstorm warning signal is in force.

After considering their own situations, members should decide on their own whether or not they would attend the Annual General Meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.