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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Vobile Group Limited, you should at once hand this circular, together with the enclosed 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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**Vobile Group Limited**  
**阜博集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3738)**

**PROPOSED RE-ELECTION OF DIRECTORS,  
PROPOSED APPOINTMENT OF DIRECTOR,  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES,  
PROPOSED AMENDMENTS TO THE EXISTING  
MEMORANDUM AND ARTICLES AND PROPOSED ADOPTION OF  
THE NEW MEMORANDUM AND ARTICLES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “AGM”) of Vobile Group Limited (the “Company”) to be held at 9:00 a.m. on Friday, 30 June 2023 at Room 815-818, 8/F, China Insurance Group Building, No. 141 Des Voeux Road, Central, Hong Kong is set out on pages 40 to 44 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.vobilegroup.com>).

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions stated thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time for holding the AGM (i.e. 9:00 a.m. (Hong Kong time) on Wednesday, 28 June 2023) 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 of such meeting should you so wish.

30 May 2023

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
 <b>Letter from the Board</b>	
1. Introduction .....	4
2. Proposed Re-election and Appointment of Directors .....	4
3. Share Repurchase Mandate .....	5
4. Share Issue Mandate .....	5
5. Proposed Amendments to the Existing Memorandum and Articles and Proposed Adoption of the New Memorandum and Articles .....	6
6. AGM and Proxy Arrangement .....	6
7. Recommendation .....	7
 <b>Appendix I — Details of the Retiring Directors Proposed to be Re-elected at the AGM</b> .....	
	8
<b>Appendix II — Details of the Director Proposed to be Appointed at the AGM</b> ....	10
<b>Appendix III — Explanatory Statement on the Share Repurchase Mandate</b> .....	11
<b>Appendix IV — Proposed Amendments to the Existing Memorandum and Articles</b>	14
<b>Notice of AGM</b> .....	40

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at 9:00 a.m. on Friday, 30 June 2023 at Room 815-818, 8/F, China Insurance Group Building, No. 141 Des Voeux Road, Central, Hong Kong, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 40 to 44 of this circular, or any adjournment thereof
“Articles of Association”	the amended and restated articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Vobile Group Limited (阜博集團有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	23 May 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum and Articles”	the amended and restated memorandum and articles of association of the Company in full force and effect as of the date hereof
“Memorandum of Association”	the amended and restated memorandum of association of the Company currently in force

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## DEFINITIONS

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“New Memorandum and Articles”	the second amended and restated memorandum and articles of association of the Company, incorporating the Proposed Amendments, to be adopted by the Shareholders at the AGM
“PRC” or “China”	the People’s Republic of China. For the purposes of this circular only and except where the context requires otherwise, excludes Hong Kong, Macau and Taiwan
“Proposed Amendments”	proposed amendments to the Memorandum and Articles as set out in Appendix IV to this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) of US\$0.000025 each in the issued capital of the Company
“Share Issue Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue and deal with unissued Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the AGM as set out on pages 40 to 44 of this circular
“Share Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the AGM as set out on pages 40 to 44 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs, as amended from time to time
“US\$”	United States dollars, the lawful currency of The United States of America
“%”	per cent

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LETTER FROM THE BOARD

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**Vobile Group Limited**  
**阜博集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3738)**

*Executive Directors:*

Mr. Yangbin Bernard WANG  
*(Chairman and Chief Executive Officer)*  
Mr. MATSUZAWA Masaaki

*Non-executive Directors:*

Mr. J David WARGO  
Mr. WONG Wai Kwan  
Mr. CHAN Ching Yan Daniel

*Independent Non-executive Directors:*

Mr. Alfred Tsai CHU  
Mr. Charles Eric EESLEY  
Mr. KWAN Ngai Kit

*Registered Office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Headquarters and Principal Place  
of Business in Hong Kong:*

Suite 3712, 37/F, Tower Two  
Times Square, 1 Matheson Street  
Causeway Bay  
Hong Kong

*Principal Place of Business  
in the US:*

2880 Lakeside Drive, Suite 360  
Santa Clara, CA 95054  
United States

*Principal Place of Business  
in China:*

Building A17-1  
Headquarters Economy Park for  
Alumni Corporation of  
Zhejiang University  
397 Cangxing Street  
Yuhang District, Hangzhou  
China

30 May 2023

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS,  
PROPOSED APPOINTMENT OF DIRECTOR,  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES,  
PROPOSED AMENDMENTS TO THE EXISTING  
MEMORANDUM AND ARTICLES AND PROPOSED ADOPTION OF  
THE NEW MEMORANDUM AND ARTICLES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the AGM to be held on Friday, 30 June 2023.

### 2. PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS

In accordance with Article 16.16 of the Articles of Association, Mr. Alfred Tsai CHU, Mr. J David WARGO and Mr. MATSUZAWA Masaaki shall retire at the AGM. Mr. Alfred Tsai CHU and Mr. J David WARGO, being eligible, will offer themselves for re-election at the AGM. Mr. MATSUZAWA Masaaki will not offer himself for re-election due to change of job assignments. Mr. MATSUZAWA Masaaki has confirmed that he has no disagreement with the Board and that there are no matters relating to his retirement that need to be brought to the attention of the Shareholders or the Stock Exchange. Following the AGM and the re-election and appointment of directors, Mr. WONG Wai Kwan will be re-designated as an executive director on 30 June 2023.

At the AGM, an ordinary resolution will be proposed to re-elect Mr. J David WARGO as a non-executive Director and Mr. Alfred Tsai CHU as an independent non-executive Director. Biographical details of Mr. J David WARGO and Mr. Alfred Tsai CHU who are subject to re-election are set out in Appendix I to this circular.

The Board recommends the appointment of Mr. TANG Yi Hoi Hermes as a non-executive Director at the AGM. Ordinary resolutions will be proposed to appoint Mr. TANG Yi Hoi Hermes as a non-executive Director. The appointment of Mr. TANG Yi Hoi Hermes is subject to the approval by the Shareholders at the AGM and the approval from the Civil Service Bureau. The term of office for Mr TANG Yi Hoi Hermes will commence upon the approval from the Shareholders at the AGM or the approval from the Civil Service Bureau, whichever is later. Upon the appointment of Mr. TANG Yi Hoi Hermes, Mr. TANG Yi Hoi Hermes will be designated as the Vice-Chairman of the Board. Biographical details of Mr. TANG Yi Hoi Hermes are set out in Appendix II to this circular.

The Nomination Committee has reviewed the structure, size, and composition of the Board, the written confirmation given by the Directors, and the overall contribution of the Directors to be re-elected at the Annual General Meeting with reference to the nomination principles and criteria set out in the Company's board diversity policy and nomination policy and the Company's corporate strategy. Following the recommendation of its Nomination Committee, the Board has decided to propose the re-election of Mr. J David WARGO as a non-executive Director and Mr. Alfred Tsai CHU as an independent non-executive Director and the appointment of Mr. TANG Yi Hoi Hermes as a non-executive director at the AGM. The Board has confirmed that Alfred Tsai CHU does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders. Accordingly, the Board has reasonable belief that Mr. Chu is independent.

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## LETTER FROM THE BOARD

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None of Mr. Alfred Tsai CHU, Mr. J David WARGO and Mr. TANG Yi Hoi Hermes act as directors of seven or more listed companies. The Board believes that they can devote sufficient time to assume their director's duties. Each of Mr. Alfred Tsai Chu, Mr. J David WARGO and Mr. TANG Yi Hoi Hermes possesses rich experience in his industry and is able to provide valuable advice in areas of finance and business to the Company, thus contributing to better corporate governance of the Company. In addition, the proposed non-executive Directors and independent non-executive Director represent different groups of age, education and industry so that the Board believes they will bring diverse perspectives to the Board.

### **3. SHARE REPURCHASE MANDATE**

At the annual general meeting of the Company held on Wednesday, 30 June 2022, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the AGM as set out on pages 40 to 44 of this circular (i.e. a total of 223,280,365 Shares on the basis that no further Shares are issued or repurchased before the AGM). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

An explanatory statement as required by the Listing Rules to provide the Shareholders with the requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix III to this circular.

### **4. SHARE ISSUE MANDATE**

At the annual general meeting of the Company held on Wednesday, 30 June 2022, a general mandate was granted to the Directors to allot, issue and deal with Shares. Such mandate will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Share Issue Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the AGM (i.e. a total of 446,560,731 Shares on the basis that no further Shares are issued or repurchased before the AGM).

An ordinary resolution to extend the Share Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the AGM. The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Share Issue Mandate.

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## LETTER FROM THE BOARD

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### 5. PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES AND PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES

Reference is made to the announcement of the Company dated 30 May 2023 in relation to the captioned matter. As set out in the said announcement, the Board proposes to seek approval from the Shareholders at the AGM for the Proposed Amendments in order to, among other things, (i) bring the Memorandum and Articles in line with the relevant requirements of the Listing Rules and the applicable laws of Cayman Islands; and (ii) make some other housekeeping improvements. The Board also proposes to adopt the New Memorandum and Articles in substitution for and to the exclusion of the Memorandum and Articles.

The Company has been advised by its legal advisers that the Proposed Amendments are in compliance with the requirements of the Listing Rules and do not violate the laws of the Cayman Islands respectively. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

Details of the Proposed Amendments are set out in Appendix IV to this circular and the Proposed Amendments and proposed adoption of the New Memorandum and Articles are subject to the approval of the Shareholders by way of a special resolution at the AGM. The New Memorandum and Articles will take effect upon approval by the Shareholders at the AGM.

### 6. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 40 to 44 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll save that the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution to be voted by a show of hands. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.vobilegroup.com>).

Whether or not you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed on the form and return it to the Company's branch share registrar 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 later than 48 hours before the time appointed for holding the AGM (i.e. 9:00 a.m. (Hong Kong time) on Wednesday, 28 June 2023) or any adjournment of such meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment of such meeting should you so wish.



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## LETTER FROM THE BOARD

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### 7. RECOMMENDATION

The Directors consider that (i) the proposed re-election and appointment of Directors; (ii) the proposed granting of the Share Repurchase Mandate; (iii) the proposed granting of the Share Issue Mandate; and (iv) the Proposed Amendments to the existing Memorandum and Articles and the proposed adoption of the New Memorandum and Articles are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**Vobile Group Limited**  
**Yangbin Bernard WANG**  
*Chairman*

The following are details of the Directors who will retire and, being eligible, offer himself for re-election at the AGM.

**(1) MR. J DAVID WARGO**

Mr. J David WARGO (“**Mr. WARGO**”), aged 69, is a non-executive Director since January 2017. He is also a member of our audit committee and remuneration committee. In 1993, Mr. Wargo founded Wargo & Company, Inc., where he currently serves as President. Mr. Wargo has over 40 years of experience in the telecommunications, media, and technology industries. Since March 2015, Mr. Wargo has been a director of Liberty Broadband Corporation (NASDAQ: LBRDA). Since August 2014, Mr. Wargo has been a director of Liberty TripAdvisor Holdings, Inc. (NASDAQ: LTRPA). From September 2008 through April 2022, he was a director of Discovery Communications, Inc. (NASDAQ: DISCA). Since June 2005, Mr. Wargo has been a director of Liberty Global plc (NASDAQ: LBTYK). From May 2005 to September 2008, he served as a director of Discovery Holding Company. From August 2002 to June 2007, Mr. Wargo served as a director of OpenTV Corp. From 2001 until 2019 he served as a director he served as a director of Strayer Education, Inc. (NASDAQ: STRA). Mr. Wargo graduated with a Masters in Management from the Sloan School of Management at the Massachusetts Institute of Technology, Cambridge, Massachusetts, United States in 1978, and a Masters in Engineering majoring in nuclear engineering in 1976. He has also obtained a Bachelor of Science majoring in Physics from the Massachusetts Institute of Technology in Cambridge, Massachusetts, United States in 1976.

Save from disclosed above, Mr. Wargo did not hold any other directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years. Mr. Wargo does not have any relationships with any Directors or senior management or substantial or controlling Shareholder.

Mr. Wargo has entered into a letter of appointment with the Company for a term of three years unless terminated by either party with three months’ written notice, and is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles of Association. If he is elected, Mr. Wargo’s letter of appointment will be extended for an additional three-year term. The salary, allowances and benefits in kind of Mr. Wargo for the year ended 31 December 2022 were approximately HK\$670,000.

As at the Latest Practicable Date, Pursuant to Part XV of the SFO, Mr. Wargo is interested in 91,829,521 shares beneficially owned by him.

There is no information which is disclosable nor is/was Mr. Wargo involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Wargo that need to be brought to the attention of the Shareholders.

**(2) MR. ALFRED TSAI CHU**

Mr. Alfred Tsai CHU (“**Mr. Chu**”), aged 48, is an independent non-executive Director since June 2020. He is also the chairman of our nomination committee and a member of our audit committee and remuneration committee. Mr. Chu is the Founding Partner of Starlite Investment Group since 2010. From 2015 to 2017, Mr. Chu is the founder of Starlite Investment Group and has worked with several venture capital firms for the last two decades including Yimei Capital, IPV Capital, Tiandi Capital, and Panasonic Venture Capital. Mr. Chu completed his Master of Business Administration in Finance from the Wharton School of the University of Pennsylvania in 2006 and his Bachelor of Science in Business Administration from the University of California, Berkeley in 1996.

Mr. Chu did not hold any other directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years. Mr. Chu does not have any relationships with any Directors or senior management or substantial or controlling Shareholder.

Mr. Chu has entered into a letter of appointment with the Company for a term of three years unless terminated by either party with three months’ written notice, and is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles of Association. If he is elected, Mr. Chu’s letter of appointment will be extended for an additional three-year term. The salary, allowances and benefits in kind of Mr. Chu for the year ended 31 December 2022 were approximately HK\$670,000.

As at the Latest Practicable Date, Pursuant to Part XV of the SFO, Mr. Chu is interested in 123,165 Shares beneficially owned by him as at the date of this circular.

The following are details of the Director who are proposed to be appointed at the AGM.

**(1) MR. TANG YI HOI HERMES**

Mr. TANG Yi Hoi Hermes (“**Mr. Tang**”), aged 58, Mr. Tang has joined the Immigration Department of the Hong Kong Special Administrative Region (“**HKSAR**”) in 1985. Mr. Tang subsequently joined the Customs and Excise Department in 1987 and he took up the Commissioner of Customs and Excise post in July 2017 and retired in October 2021. Mr. Tang was appointed as Justices of the Peace (JP) in October 2022.

Mr. Tang has been awarded seven Assistant Commissioner of Customs and Excise’s Commendations between 1992 and 2006; Commissioner of Customs and Excise’s Commendation in 1997; Hong Kong Customs and Excise Long Service Medal in 2005, with the first and second clasps in 2012 and 2017 respectively; Hong Kong Customs and Excise Medal for Meritorious Service in 2014; Hong Kong Customs and Excise Medal for Distinguished Service in 2019; and the Silver Bauhinia Star in 2021.

Mr. Tang holds a Bachelor Degree from the Hong Kong Polytechnic University. He has completed the Advanced Management Programme at INSEAD — the Institut Européen d’Administration des Affaires (France) and the Advanced Management Programme at the National Academy of Governance (China).

Mr. Tang did not hold any other directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years. Mr. Tang does not have any relationships with any Directors or senior management or substantial or controlling Shareholder.

Subject to the approval of appointment of Mr. Tang as a non-executive director by the Shareholders at the AGM and the approval from the Civil Service Bureau, the Company will sign an appointment letter with Mr. Tang for a term of three years commencing from the date of approval from the Shareholders at the AGM or the date of approval from the Civil Service Bureau, whichever is later, unless terminated by either party with three months’ written notice, and is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles of Association. The remuneration of Mr. Tang will be determined with reference to the prevailing market conditions, director’s duties and responsibilities and performance and results of the Group.

As at the Latest Practicable Date, Mr. Tang did not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO. There is no information which is disclosable nor is/was Mr. Tang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Tang that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Share Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,232,803,656 Shares. Subject to the passing of the ordinary resolution set out in item 6 of the notice of the AGM in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 223,280,365 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

### **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Share repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

### **3. FUNDING OF SHARE REPURCHASE**

The Company may only apply funds legally available for share repurchase in accordance with the Articles of Association, the applicable laws of the Cayman Islands and/or any other applicable laws, as the case may be.

### **4. IMPACT OF SHARE REPURCHASE**

There may be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2022) in the event that the Share Repurchase Mandate is to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share 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.

**5. MARKET PRICES OF SHARE**

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Price per Share</b>	
	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2022</b>		
May	4.50	3.50
June	5.28	3.91
July	4.83	3.95
August	4.18	3.20
September	3.88	2.13
October	2.25	1.66
November	4.33	1.87
December	4.28	2.96
<b>2023</b>		
January	5.02	3.16
February	5.02	3.66
March	4.18	3.09
April	3.67	2.82
May	3.10	2.38

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**7. TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, the Directors are not aware of any consequences of repurchases which would arise under the Takeovers Code.

**8. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company (whether on the Stock Exchange) during the previous six months immediately preceding the Latest Practicable Date.

The following are the Proposed Amendments. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the New Memorandum and Articles. If the serial numbering of the clauses of the Memorandum and Articles is changed due to the addition, deletion or re-arrangement of certain clauses made in these amendments, the serial numbering of the clauses of the Memorandum and Articles as so amended shall be changed accordingly, including cross-references.

*Note:* The second amended and restated articles of association of the Company (i.e. the New Memorandum and Articles) is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

<b>Clause no.</b>	<b>Provisions in the new Memorandum of Association (showing changes to the existing Memorandum of Association)</b>
2	The registered office of the Company shall be at the offices of <u>Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111</u> <del>International Corporation Services Ltd., P.O. Box 472, 2nd Floor, Harbour Place, 103 South Church Street, George Town, Grand Cayman KY1-1106</del> , Cayman Islands, or at such other place as the Directors may from time to time decide.
3	The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies <u>Act</u> <del>Law</del> (as amended).
5	The share capital of the Company is US\$800,000.00 divided into 32,000,000,000 shares of par value US\$0.000 <u>025</u> <del>+</del> each.
6	If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies <u>Law Act</u> <del>(2016 Revision As Revised)</del> and, subject to the provisions of the Companies <u>Law Act</u> <del>(2016 Revision As Revised)</del> and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.



Clause no.	Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")
1	The regulations contained in Table A in the First Schedule to the Companies <u>Act</u> <del>Law</del> shall not apply to the Company.
2.2	In these Articles, unless there be something in the subject or context inconsistent therewith:
	<p>“<del>Companies Law</del><u>Act</u>” or “<del>Law</del><u>Act</u>” shall mean the Companies <del>Law</del> <u>Act</u> (2016 <del>Revision</del><u>As Revised</u>) of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p> <p>“<del>Company</del>” shall mean Vobile <u>Group</u> Limited <u>阜博集團有限公司</u></p> <p>“<del>Company’s Website</del>” shall mean the website of the Company, <del>the address or domain name of which has been notified to members.</del></p> <p>“<del>dividend</del>” shall include bonus dividends and distributions permitted by the <del>Law</del><u>Act</u> to be categorised as dividends.</p> <p>“<del>electronic</del>” shall have the meaning given to it in the Electronic Transactions <del>Law</del><u>Act</u>.</p> <p>“<del>Electronic Transactions of Law</del><u>Act</u>” shall mean the Electronic Transactions <del>Law</del> <u>Act</u> (2003 <del>Revision</del>)—the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p> <p>“<del>HK Code on Takeovers and Mergers</del>” shall mean the <del>Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong as amended from time to time.</del></p>

- Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")
- Clause no.
- “listed shares register” shall have the same meaning as in the Companies ~~Law~~ Act.
- “non-listed shares register” shall have the same meaning as in the Companies ~~Law~~ Act.
- “recognised clearing house” shall have the meaning ascribed thereto in Part ~~11~~ 1 of Schedule 1 of the Securities and Futures Ordinance of Hong Kong and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor, including Hong Kong Securities Clearing Company Limited.
- 2.3 Subject as aforesaid, any words defined in the ~~Law~~ Act shall, if not inconsistent with the subject and/or context, bear the same meanings in these Articles.
- 2.6 Section 8 and Section 19 of the Electronic Transactions ~~Law~~ Act shall not apply.
- 2.7 Reference to a meeting shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Article 13.5.
- 2.8 Where a member of the Company is a corporation, any reference in these Articles to a member of the Company shall, where the context requires, refer to a duly authorised representative of such member.
- 3.1 The capital of the Company at the date of the adoption of these Articles is US\$800,000.00 divided into 328,000,000,000 shares of par value US\$0.0000254 each.

**Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")**

3.2 (a) Subject to the provisions of the Companies ~~Law~~ Act the Memorandum of Association and these Articles, and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Company may by Ordinary Resolution determine or, if there has not been any such determination or so far as the same shall not make specific provision, as the Board of Directors may determine. No shares shall be issued to bearer.

(b) Subject to the provisions of the Companies ~~Law~~Act, the Listing Rules and the Memorandum of Association and these Articles, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board of Directors may deem fit.

3.3 Subject to the Listing Rules, the Board may issue warrants or convertible securities or securities of similar nature conferring the right upon the holders thereof to subscribe for any class of shares or other securities of the Company on such terms as it may from time to time determine. ~~No warrants shall be issued to bearer for so long as a recognised clearing house (in its capacity as such) is a member of the Company. Where warrants are issued to bearer, no new warrant shall be issued to replace one that has been lost unless the Board is satisfied beyond reasonable doubt that the original has been destroyed and the Company has received an indemnity in such form as the Board shall think fit with regard to the issue of any such new warrant.~~

**Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")**

3.4 Subject to the Companies ~~Law~~Act and without prejudice to Article 3.2, if at any time the share capital is divided into different classes of shares, the rights attaching to the shares or any class of shares may (unless otherwise provided by the terms of issue of the shares of that class) be varied or abrogated only with the consent in writing of the holders of three-fourths in nominal value of the issued shares of that class, or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these Articles relating to general meetings of the Company shall *mutatis mutandis* apply, but so that:

- (a) the necessary quorum (~~including other than~~ including at an adjourned meeting) shall be two persons (or in the case of a member being a corporation, its duly authorized representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class ~~and at any adjourned meeting of such holders, two holders present in person (or in the case of a member being a corporation, its duly authorized representative) or by proxy (whatever the number of shares held by them) shall be a quorum;~~
- (b) ...
- (c) ...

- Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")**
- Clause no.**
- 3.6 Subject to the ~~Law~~Act, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire all or any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the members or a resolution of the Directors and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.
- 3.8 Subject to the provisions of the ~~Law~~Act and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holders are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.
- 3.12 Subject to the provisions of the ~~Law~~Act, of the Memorandum of Association of the Company, and of these Articles relating to new shares, the unissued shares in the Company (whether forming part of its original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration, and generally upon such terms, as the Board shall in their absolute discretion determine.

- Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")**
- Clause no.**
- 3.13 The Company may, unless prohibited by law, at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the LawAct shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the shares are issued.
- 4.1 The Board shall cause to be kept at such place within or outside the Cayman Islands as it deems fit a non-listed shares register and there shall be entered therein the particulars of the members and the shares issued to each of them and other particulars required under the LawAct.
- 4.2 For as long as the shares of the Company are listed on the Exchange, the Board shall cause to be kept at such place within or outside the Cayman Islands as it deems fit and in accordance with the Listing Rules and the Companies LawAct a listed shares register. References to the register shall be to each of the listed shares register and the non-listed shares register.
- 4.3 Notwithstanding anything contained in this Article, the Company shall as soon as practicable and on a regular basis record in the principal register all transfers of shares effected on any branch register and shall at all times maintain the principal register in such manner as to show at all times the members for the time being and the shares respectively held by them, in all respects in accordance with the Companies LawAct.
- 4.6 The register may, on ~~14 days~~<sup>2</sup> notice being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed.

- Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")**
- Clause no.**
- 4.7 Any register held in Hong Kong shall during normal business hours (subject to such reasonable restrictions as the Board may impose) be open ~~for~~<sup>to</sup> inspection by a member without charge and any other person on payment of such fee not exceeding HK\$2.50 (or such higher amount as may from time to time be permitted under the Listing Rules) as the Board may determine for each inspection. Any member may require a copy of the register, or any part thereof, on payment of HK\$0.25, or such lesser sum as the Company may prescribe, for every 100 words or fractional part thereof required to be copied. The Company shall cause any copy so required by any person to be sent to that person within a period of 10 days commencing on the date next after the day on which the request is received by the Company.
- 4.8 Notwithstanding any other provision of these Articles, but without prejudice to the rights attached to any shares and subject to the ~~Law~~<sup>Act</sup>, the Company or the Board may fix any date ("the record date") as the date at the close of business (or such other time as the Board may decide) on which persons registered as the holders of shares or other securities shall be entitled to receipt of any dividend, distribution, interest, allotment, issue, notice, information, document or circular. A record date may be on or at any time before any date on which such item is paid, made, given or served or (in the case of any dividend, distribution, interest, allotment or issue) after any date on which such item is recommended, resolved, declared or announced.

**Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")**

4.9 Every person whose name is entered as a member in the register shall be entitled, for such fee not exceeding HK\$2.50 (or such higher amount as may from time to time be permitted under the Listing Rules), to receive, within the relevant time limit as prescribed in the ~~Law~~Act or as the Exchange may from time to time determine, whichever is shorter, after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide), one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, upon payment, in the case of a transfer, of a sum equal to the relevant maximum amount as the Exchange may from time to time determine for every certificate after the first or such lesser sum as the Board shall from time to time determine, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.

7.3 (1) ...

(2) ...

(3) ...

(4) Unless the Board of Directors otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board of Directors in its absolute discretion may from time to time determine, and which agreement the Board of Directors shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the Companies ~~Law~~Act.



**Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")**

Clause no.

7.7 The registration of transfers may, on ~~14 days'~~ notice being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers or by any electronic means in such manner as may be accepted by the Exchange to that effect, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year).

10.1 The Company may from time to time by ordinary resolution:

- (a) ...
- (b) ...
- (c) ...
- (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled subject to the provisions of the Companies ~~Law~~Act;
- (e) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association of the Company, subject nevertheless to the provisions of the ~~Law~~Act, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights, over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares; and
- (f) ...

- Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")**
- Clause no.**
- 10.2 The Company may by special resolution reduce its share capital or any capital redemption reserve or any other undistributed reserve in any manner authorised and subject to any conditions prescribed by the ~~LawAct~~. The Company may apply its share premium account in any manner permitted by ~~LawAct~~.
- 11.2 The Board may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and, in particular but subject to the provisions of the Companies ~~LawAct~~, by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debt, liability or obligations of the Company or of any third party.
- 11.5 The Board shall cause a proper register to be kept, in accordance with the provisions of the ~~LawAct~~, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the ~~LawAct~~ in regard to the registration of mortgages and charges therein specified and otherwise.
- 12.1 The Company shall ~~in each financial year~~ hold a general meeting for each financial year as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and ~~such not more than 15 months shall elapse (or such longer period as the Exchange may authorise) between the date of one annual general meeting must be held within 6 months (or such longer period, if any, as permitted by the Listing Rules) after the end of the Company's financial year of the Company and that of the next. So long as the first annual general meeting of the Company is held within 18 months of its incorporation, it need not be held in the year of its incorporation or in the following years.~~ The annual general meeting shall be held at such time and place as the Board shall appoint.
- 12.2 All general meetings other than annual general meetings shall be called extraordinary general meetings. Notwithstanding any provisions in these Articles, any general meeting or any class meeting may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other, and participation in such a meeting shall constitute presence at such meeting. Unless otherwise determined by the Directors, the manner of convening and the proceedings at a general meeting set out in these Articles shall, *mutatis mutandis*, apply to a general meeting held wholly by or in-combination with electronic means.

**Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")**

- 12.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened for transaction of any business or resolution specified on the written requisition of any ~~two~~one or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. Such requisitionist(s) shall also be able to add resolutions to the meeting agenda of such requisitioned general meetings, provided that such additional resolutions shall be deposited at the principal place of business of the Company in Hong Kong not less than 15 business days before the extraordinary general meeting. General meetings may also be convened for transaction of any business or resolution specified on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. Such requisitionist shall also be able to add resolutions to the meeting agenda of such requisitioned general meetings, provided that such additional resolutions shall be deposited at the principal place of business of the Company in Hong Kong not less than 15 business days before the extraordinary general meeting. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) itself/himself/themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

- Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")**
- Clause no.**
- 12.4 An annual general meeting ~~and any extraordinary general meeting called for the passing of a special resolution~~ shall be called by not less than 21 days' notice in writing and any other general meetings (including an extraordinary general meeting) shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be inclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 13.1) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.
- 12.5 Notwithstanding that a meeting of the Company is called by shorter notice than that referred to in Article 12.4, it shall be deemed to have been duly called if it is so agreed:
- (a) ...
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% ~~in nominal value of the shares giving that right~~ of the total voting rights at the meeting of all the members of the Company.
- 13.2 For all purposes the quorum for a general meeting shall be two members present in person ~~(or in the case of a corporation, by its duly authorised representative)~~ or by proxy or, for quorum purposes only, two persons appointed by a recognised clearing house as authorized representatives or proxies shall form a quorum for all purposes provided always that if the Company has only one member of record the quorum shall be that one member present in person or by proxy. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.

- Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")**
- Clause no.**
- 13.3 If within 15 minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within 15 minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) from the time appointed for holding the meeting, the member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy shall be a quorum and may transact the business for which the meeting was called.
- 13.5 Prior to the holding of a general meeting, the Board may postpone, and at a general meeting, ~~the~~ Chairman may (without, with the consent of any general the meeting) or shall at the direction of the meeting, ~~at which a quorum is present, and shall, if so directed by the meeting,~~ adjourn any meeting from time to time (or indefinitely) and from place to place ~~as the meeting shall determine~~. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. Notice of a postponement must be given to all Members by any means as the Board may determine. No business shall be transacted at any adjourned or postponed meeting other than the business which might have been transacted at the meeting from which the adjournment or the postponement took place.
- 13.11 All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the Companies ~~Law~~Act. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.

- Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")**
- Clause no.**
- 14.1 Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands every member present in person (or, in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for every share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a share in advance of calls or installments is treated for the foregoing purposes as paid on the share) for each share registered in his name in the register. Notwithstanding anything contained in the Articles of Association, where more than one proxy is appointed by a shareholder which is a clearing house (or its nominees), each such proxy shall have one vote on a show of hands. On a poll, a member or a proxy entitled to more than one vote need not use all his votes or cast all his votes in the same way. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.
- 14.1A All members shall have the right to (i) speak at a general meeting; and (ii) vote at a general meeting except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration (including the circumstance where a member has a material interest in the transaction or arrangement being voted upon).

**Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")**

**Clause no.**

14.10 The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a ~~notarially~~ certified copy of such power ~~or~~ of authority, shall be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the meeting was originally held within 12 months from such date. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

14.15 Notwithstanding any other provision of these articles, where that shareholder is a recognised clearing house (within the meaning of the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong) or its nominee(s), it may authorise such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any ~~shareholders'~~ meetings of the Company or any meetings of any class of shareholders provided that, if more than one person is so authorised, the authorisation or proxy form must specify the number and class of shares in respect of which each such representative is so authorised. In the capacity as a member of the Company, a~~Each~~ person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence for substantiating the facts that it is duly authorised and will be entitled to exercise the same power on behalf of the recognised clearing house as that clearing house or its nominee(s) could exercise if it were an individual shareholder of the Company, including the right to speak and vote, and where a show of hands is allowed, the right to vote individually on a show of hands.

- Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")**
- Clause no.**
- 16.2 The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the ~~first~~next following annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting.
- 16.3 The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than one. Subject to the provisions of these Articles and the ~~Law~~Act, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.
- 16.5 The Company shall keep at its office a register of directors and officers containing their names and addresses and occupations and any other particulars required by the ~~Law~~Act and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify to the Registrar of Companies of the Cayman Islands any change that takes place in relation to such Directors as required by the ~~Law~~Act.
- 16.6 The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director, but without prejudice to any claim for damages under any contract) before the expiration of his ~~period~~term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provisions of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.



**Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")**

16.17 Subject to the Companies ~~Law~~Act and these Articles no Director or proposed Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any person, company or partnership of or in which any Director shall be a member or otherwise interested be capable on that account of being avoided, nor shall any Director so contracting or being any member or so interested be liable to account to the Company for any profit so realised by any such contract or arrangement by reason only of such Director holding that office or the fiduciary relationship thereby established, provided that such Director shall, if his interest in such contract or arrangement is material, declare the nature of his interest at the earliest meeting of the Board at which it is practicable for him to do so, either specifically or by way of a general notice stating that, by reason of the facts specified in the notice, he is to be regarded as interested in any contracts of a specified description which may subsequently be made by the Company.

18.1 Subject to any exercise by the Board of the powers conferred by Articles 19.1 to 19.3, the management of the business of the Company shall be vested in the Board which, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the ~~Law~~Act expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the ~~Law~~Act and of these Articles and to any regulation from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

**Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")**

18.3 Except as would, if the Company were a company incorporated in Hong Kong, be permitted by ~~Section 55~~ of the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies ~~Law~~Act, the Company shall not directly or indirectly:

- (a) make a loan to a Director or his Close Associates or a director of any holding company of the Company or a body corporate controlled by such a director or Director;
- (b) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director or a body corporate controlled by such a director or Director; or
- (c) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.

~~provided that the Company may grant any loan or provide any guarantee, indemnity or security (i) to be applied for, or in respect of a liability incurred for any business of the Company, (ii) for the purchase by a Director (or the repayment of a loan for his purchase) of a residence where the amount of the loan, the liability under the guarantee or indemnity or the value of the security does not exceed 80% of the fair market value of such residence nor 5% of the consolidated net asset value of the Company as shown in our latest audited accounts; provided that any such loan is on normal commercial terms and is secured by a legal charge over the residence; or, (iii) of any amount to, or in respect of a liability of, a company in which the Company has an equity interest, and the amount of such loan, or the liability assumed by the Company under such guarantee, indemnity or security, does not exceed its proportional interest in such company.~~

- Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")**
- Clause no.**
- 20.3 Subject to Articles 16.17 to 16.22, questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the Chairman shall ~~not~~ have a second or casting vote.
- 20.11 All acts bona fide done by ~~any meeting of~~ the Board or by a committee of Directors or by any person acting as Director shall, notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of such Director or persons acting as aforesaid or that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed and was qualified to be a Director or member of such committee as the case may be.
- 21.1 The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board. Anything by the LawAct or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary appointed by the Board, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically in that behalf by the Board.
- 21.2 A provision of the the LawAct or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.

**Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")**

23.1 The Company in general meeting may upon the recommendation of the Board by ordinary resolution resolve that it is desirable to capitalise all or any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or funds or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of dividend on any shares with a preferential right to dividend) and accordingly that such sums be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion or such other proportions as may be determined by ordinary resolution of members on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares, debentures or other securities of the Company to be allotted and distributed credited as fully paid up to and amongst such members in proportion aforesaid or partly in one way and partly in the other, and the Board shall give effect to such resolution, provided that a share premium account and a capital redemption reserve and any reserve or fund representing unrealised profits may, for the purposes of this Article, only be applied in paying up unissued shares to be issued to members of the Company as fully paid up shares or paying up calls or instalments due or payable on partly paid securities of the Company subject always to the provisions of the the ~~Law~~Act.

23.2 Wherever such a resolution as referred to in Article 23.1 shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid up shares, debentures or other securities, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board:

- (a) ...
- (b) to exclude the right of participation or entitlement of any member with a registered address ~~outside~~in any territory where:
  - (i) the circulation of an offer of such right or entitlement would or might be unlawful in the absence of a registration statement or other special formalities; or

Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")

Clause no.

(ii) ~~in the absence of a registration statement or other special or onerous formalities the circulation of an offer of such right or entitlement would or might be unlawful or where the Board consider~~ the costs, expense or possible delays in ascertaining the existence or extent of the legal and other requirements applicable to such offer or the acceptance of such offer are, in the Board's opinion, out of proportion to the benefits of the Company; and

(c) ...

24.1 Subject to the ~~LawAct~~ and these Articles, the Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board.

24.12 The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. The Company may apply the share premium account in any manner permitted by the Companies ~~LawAct~~. The Company shall at all times comply with the provisions of the Companies ~~LawAct~~ in relation to the share premium account.

24.19 The Board, with the sanction of the members in general meeting, may direct that any dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may disregard fractional entitlements, round the same up or down or provide that the same shall accrue to the benefit of the Company, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective. Where required, a contract shall be filed in accordance with the provisions of the ~~LawAct~~ and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend and such appointment shall be effective.

- Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")**
- Clause no.**
- 27 The Board shall make the requisite annual returns and any other requisite filings in accordance with the ~~Law~~Act.
- 28.1 The Board shall cause to be kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions and otherwise in accordance with the ~~Law~~Act. The Board shall cause all such books of account to be retained for a minimum period of five years from the date of which they are prepared.
- 28.2 The books of account shall be kept at the Company's principal place of business in Hong Kong or, subject to the provisions of the ~~Law~~Act, at such other place or places as the Board thinks fit and shall always be open to the inspection of the Directors.
- 28.3 The Board shall from time to time determine whether, to what extent, at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of the members (other than officers of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the ~~Law~~Act or any other relevant law or regulation or as authorised by the Board or by the Company in general meeting.
- 28.6 To the extent permitted by and subject to due compliance with these Articles, the ~~Law~~Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the ~~Law~~Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the ~~Law~~Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.

**Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")**

Clause no.

29.2 The Company shall at any annual general meeting by ordinary resolution appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The remuneration of the Auditors shall be fixed by the Company by ordinary resolution at the annual general meeting at which they are appointed provided that, unless prohibited by the Listing Rules, in respect of any particular year the Company in general meeting may by ordinary resolution delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. ~~The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors.~~ The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.

30.1 The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the Companies Law Act:

- (1) ...
- (2) ...
- (3) ...
- (4) ...

**Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")**

31.1 Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in appropriate newspapers in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

33.0 (a) Subject to Article 33.0(b), the Board shall have the power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.

(b) Unless otherwise provided by the Act, ~~A~~a resolution that the Company be wound up by the court or to be wound up voluntarily shall be a special resolution.



- Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")**
- Clause no.**
- 33.1 If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution of the Company and any other sanction required by the ~~Law~~Act divide among the members *in specie* or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the ~~Law~~Act, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.
- 34.2 Subject to the Companies ~~Law~~Act, if any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.
- 36 Subject to the ~~Law~~Act, the Company may at any time and from time to time by special resolution alter or amend its Memorandum of Association and Articles of Association in whole or in part.

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## NOTICE OF AGM

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### Vobile Group Limited 卓博集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3738)**

**Notice is hereby given that** the annual general meeting (the “**AGM**”) of Vobile Group Limited (the “**Company**”) will be held at 9:00 a.m. on Friday, 30 June 2023 at Room 815-818, 8/F, China Insurance Group Building, No. 141 Des Voeux Road, Central, Hong Kong for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and the independent auditors of the Company for the year ended 31 December 2022.
2.
  - a. To re-elect Mr. J David WARGO as a non-executive Director; and
  - b. To re-elect Mr. Alfred Tsai CHU as an independent non-executive Director.
3. To appoint Mr. TANG Yi Hoi Hermes as a non-executive director.
4. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
5. To re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix their remuneration.
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, a general and unconditional mandate be and is hereby given to the Directors to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to purchase its own shares (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission and the Stock Exchange or of any other stock exchange as amended from time to time;

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## NOTICE OF AGM

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(b) the total number of Shares to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution and the approval pursuant to paragraph (a) shall be limited accordingly; and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

(a) subject to paragraph (b) below, a general and unconditional mandate be and is hereby given to the Directors to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with the unissued Shares and to make or grant offers, agreements and options which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter;

(b) the aggregate number of Shares issued, allotted or agreed conditionally or unconditionally to be issued, allotted or dealt with pursuant to the approval in paragraph (a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the total number of issued Shares as at the date of passing of this resolution and the said approval shall be limited accordingly:

(i) a rights issue where Shares are offered for a period fixed by the Directors to shareholders on the register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in Hong Kong, or in any territory applicable to the Company);

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## NOTICE OF AGM

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- (ii) the exercise of options under a share option scheme;
  - (iii) the exercise of rights of conversion under the terms of any securities which are convertible into Shares or exercise of warrants to subscribe for Shares;
  - (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or in part of any dividend in accordance with the articles of association of the Company; or
  - (v) any specific authority granted or to be granted by the shareholders of the Company in general meeting; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 laws to be held; and
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions nos. 6 and 7 as set out in the notice convening this meeting, the general mandate granted to the Directors pursuant to resolution no. 7 to exercise the powers of the Company to allot, issue and deal with the unissued Shares be and is hereby extended by the addition thereto the aggregate number of Shares to be repurchased by the Company under the authority granted pursuant to resolution no. 6, provided that such number in aggregate shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution.”

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## NOTICE OF AGM

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### SPECIAL RESOLUTION

9. To consider and, if thought fit, pass the following resolution as a special resolution:

**“THAT:**

- (a) the existing amended and restated memorandum and articles of association of the Company be and are hereby amended in the manner as set out in the circular of the Company dated 30 May 2023 (the “**Circular**”);
- (b) the second amended and restated memorandum and articles of association of the Company in the form produced to the AGM and marked “A” and initialed by the chairman of the AGM for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be and are hereby approved and adopted as the new memorandum and articles of association of the Company, in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company in their entirety, with immediate effect after the close of the AGM; and
- (c) any one director or the secretary of the Company be and are hereby authorised to do all things necessary to implement the adoption of the second amended and restated memorandum and articles of association of the Company.”

By order of the Board  
**Vobile Group Limited**  
**Yangbin Bernard WANG**  
*Chairman*

Hong Kong, 30 May 2023

*Notes:*

1. All resolutions at the AGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a shareholder of the Company.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM (i.e. 9:00 a.m. (Hong Kong time) on Wednesday, 28 June 2023) or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

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## NOTICE OF AGM

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4. For determining the qualification as shareholder of the Company to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 27 June 2023 to Friday, 30 June 2023, both dates inclusive, during which period no transfer of Shares will be registered. In order to qualify as shareholders to attend and vote at the AGM, investors are required to lodge all transfer documents accompanied by the relevant share certificates with the Company's 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 Monday, 26 June 2023.

*As at the date of this notice, the Board comprises Mr. Yangbin Bernard WANG and Mr. MATSUZAWA Masaaki as executive Directors; Mr. CHAN Ching Yan Daniel, Mr. J David WARGO and Mr. WONG Wai Kwan as non-executive Directors; and Mr. Alfred Tsai CHU, Mr. Charles Eric EESLEY and Mr. KWAN Ngai Kit as independent non-executive Directors.*