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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)

**SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO
PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES
AND
PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES**

Reference is made to the announcement (the “**Announcement**”) and the circular (the “**Circular**”) both dated 30 May 2023 of Vobile Group Limited (the “**Company**”) in relation to, among other things, the proposed amendments to the existing amended and restated memorandum and articles of association of the Company. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Company would like to supplement as follows:

The Board proposes that Article 29.2 of the Articles be further amended (with changes marked in bold below) as follows, and to replace the Article 29.2 disclosed in Appendix IV of the Circular with the following:

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 members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove an Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.** ~~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.

The Board considers that such additional proposed amendments to the Articles (the “**Additional Proposed Amendments**”) comply with the Listing Rules and do not violate the relevant laws of the Cayman Islands, and are in the interests of the Company and the Shareholders as a whole. The chairman of the AGM will propose a procedural motion to the Shareholders present at the AGM to approve the Additional Proposed Amendments. Once this procedural approval is obtained, the Proposed Amendments stated in the Circular together with the Additional Proposed Amendments will be presented to the Shareholders for their approval at the AGM. This resolution will take effect when the New Memorandum and Articles, which include all the Proposed Amendments and the Additional Proposed Amendments, are adopted by the Shareholders by passing a special resolution at the AGM.

Save as disclosed above, the Board confirms that all information in the Announcement, the Circular and the notice of the AGM remain unchanged. This announcement is supplemental to and should be read in conjunction with the Announcement, the Circular and the notice of the AGM, and in that connection, the existing English and Chinese versions of the Announcement, the Circular and the notice of AGM in the form as they are now will continue to be valid.

By Order of the Board
Vobile Group Limited
Yangbin Bernard WANG
Chairman

Hong Kong, 2 June 2023

As at the date of this announcement, the board of directors of the Company 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.