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

WEIMOB INC.

微盟集團 *

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2013)

CONDITIONAL GRANT OF RESTRICTED SHARE UNITS

This announcement is made by the Company pursuant to Rules 17.06A, 17.06B and 17.06C of the Listing Rules.

References are made to the announcements of the Company dated May 25, 2020 and May 30, 2023 and the circulars of the Company dated May 28, 2020 and May 31, 2023 respectively in relation to the adoption and amendments of the 2020 RSU Scheme, in which a summary of the principal terms of the 2020 RSU Scheme was set out.

The Board announces that on December 3, 2025, the Company has conditionally granted a total of 234,000,000 RSUs under the 2020 RSU Scheme to 64 grantees. Details of the RSUs granted are as follows:

Date of grant:	December 3, 2025
Grantees:	Mr. Sun (Executive Director): 150,000,000 (representing around 3.79% of the total issued share capital of the Company as at the date of this announcement)
	Mr. You (Executive Director): 36,000,000 (representing around 0.91% of the total issued share capital of the Company as at the date of this announcement)
	Mr. Fang (Executive Director): 12,000,000 (representing around 0.30% of the total issued share capital of the Company as at the date of this announcement)
	Mr. Fei (Executive Director): 9,000,000 (representing around 0.23% of the total issued share capital of the Company as at the date of this announcement)
	Other 60 employees: 27,000,000 (representing around 0.68% of the total issued share capital of the Company as at the date of this announcement)

Total number of RSUs granted:	234,000,000 RSUs
Purchase price for the RSUs:	Nil
Closing price of the Shares on the date of grant:	HK$1.880 per Share
Conditions precedent for the grant:	Among the total of 234,000,000 RSUs granted under the 2020 RSU Scheme, 207,000,000 RSUs are granted to the Connected Grantees. The grant of RSUs to each of the Connected Grantees is conditional upon the Company obtaining the necessary shareholders' approval in accordance with Rules 17.03D(1) and 17.04(2) (as appropriate) of the Listing Rules
Vesting period and performance target:	The RSUs conditionally granted shall be vested to each grantee in tranches after a period of 12 months from the date of grant, subject to the achievement of the following performance targets: (i) Upon the Group achieving a turnaround in its annual results from an adjusted net loss to an adjusted net profit, one-third (1/3) of each grantee's total number of RSUs granted under the Proposed Grant shall vest, provided that the grantee remains employed through the applicable vesting date; (ii) If the arithmetic average closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for any 30 consecutive Business Days first reaches or exceeds HK$4.00, an additional one-third (1/3) of each grantee's total number of RSUs granted under the Proposed Grant shall vest, provided that the grantee remains employed through the applicable vesting date; (iii) If the arithmetic average closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for any 30 consecutive Business Days first reaches or exceeds HK$7.00, a further additional one-third (1/3) of each grantee's total number of RSUs granted under the Proposed Grant shall vest, provided that the grantee remains employed through the applicable vesting date.

For the avoidance of doubt:

(A) in the event that the arithmetic average closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for any 30 consecutive Business Days first reaches or exceeds a target Share price and the RSUs granted had already been vested due to the same or other target milestone being reached before, the RSUs which are capable of being vested will be reduced accordingly (by way of example, if the HK$7.00 Share price target is first reached, it is intended that two-thirds (2/3) of the Proposed Grant will vest if the HK$4.00 Share price target was not reached before; however, if the HK$4.00 Share price target was reached before and one-third (1/3) of the Proposed Grant had vested, only an additional one-third (1/3) of the Proposed Grant may vest if the HK$7.00 Share price target is subsequently reached); and

(B) the Proposed Grant may vest on the first anniversary of the date of the Proposed Grant if any or all of the performance targets are met on or before the first anniversary of the date of the Proposed Grant.

Clawback mechanism: The unvested RSUs shall automatically lapse upon the earliest of: (a) the date of the termination of grantee's employment or service by any member of the Group; (b) the date on which the offer (or, as the case may be, revised offer) closes; (c) the date on which the scheme of arrangement referred to in the 2020 RSU Scheme becomes effective; (d) the date of the commencement of the winding-up of the Company; (e) the date of the commencement of the compromise or arrangement in respect of reconstruction or amalgamation of the Company; (f) the date on which the grantee commits a breach of limitation of the transferability of RSUs; (g) the date on which it is no longer possible to satisfy any outstanding conditions to vesting; and (h) the Administrator has decided that the unvested RSUs shall not be vested for the grantee in accordance with the rules of the 2020 RSU Scheme and the terms and conditions as set out in the Award agreement. The Administrator shall have the right to determine what constitutes Cause, whether the grantee's employment has been terminated for Cause and the effective date of such termination, and such determination by the Administrator shall be final and conclusive.

Notwithstanding the aforesaid, in each case, the Administrator may in its sole and absolute discretion decide that any RSU shall not lapse or shall be subject to such conditions or limitations as the Administrator may decide.

To the best knowledge of the Directors, as at the date of this announcement, no financial assistance has been provided by the Group to the grantees for the purchase of Shares under the 2020 RSU Scheme, and none of the grantees is a related entity participant or service provider with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the relevant class of shares in issue.

REASONS FOR AND BENEFITS OF THE GRANT OF RSUs

The 2020 RSU Scheme forms part of the incentive schemes of the Group. The Board considers the Proposed Grant to the grantees is (i) to recognize and reward the grantees for their contribution to the Group; (ii) to attract best available personnel; and (iii) to provide additional incentives to the grantees to remain with and further promote the success of the Group's business. Furthermore, there will not be any actual cash outflow by the Group under the Proposed Grant to provide incentives to the grantees.

In determining the number of RSUs to be granted to each of the Connected Grantees, the Board, the independent non-executive Directors and the Remuneration Committee considered the following factors: (1) the responsibilities of the Connected Grantees; (2) the length of service with the Group; (3) the past contribution of the Connected Grantees to the development and growth of the Group or their potential future contribution to the Group; (4) the importance of the Connected Grantees' skills, knowledge, experience, expertise and other personal qualifications to the Group, which depends significantly on highly educated and skilled individuals with the requisite business and industry knowledge, to retain, motivate and incentivise the executive Directors and senior management to run the Company successfully for the long-term benefits of the Group; and (5) current market practice and industry standards and, where possible, the level of incentive package provided by comparable companies to their directors.

(i) Proposed Grant to Mr. Sun

Mr. Sun is the founder, Chairman of the Board, Executive Director, and Chief Executive Officer of our Company. He has served as the Chief Executive Officer and a Director since 2019 and has been continuously responsible for the Group's overall strategic planning and business decisions. His leadership has been instrumental to the development and success of the Group. Under his leadership, the Group has enhanced the penetration of the WeChat ecosystem services, evolving from a single SaaS business to a dual-engine model driven by both SaaS and targeted marketing services. This strategic shift solidified the Group's leading position among WeChat ecosystem service providers and enabled its successful listing in Hong Kong. Subsequently, in response to the evolution of digital commerce, he proposed the three core strategies of "Moving up-market, Ecosystem Build-up and Globalization", driving Weimob's transformation from a service provider for small and medium-sized merchants to a strategic partner for large enterprise groups. Through core products such as the new WOS business operating system, the Group addressed the complex needs of large customers with multiple brands and business formats. As the wave of AI technology emerged, he swiftly positioned the Group at the intersection of "AI + SaaS", leading the launch of AI-driven products like Weimob WAI and reigniting the team's entrepreneurial drive. His vision and execution continue to fuel the Group's growth and success.

The Group requires a core leader with exceptional leadership capabilities to oversee overall strategy and development, drive the advancement of medium to long-term businesses, and ensure the achievement of all operational objectives. It is anticipated that under the leadership of Mr. Sun, the corporate value of the Group will be further enhanced, thereby safeguarding and promoting the interests of the Company and all its Shareholders as a whole.

(ii) Proposed Grant to Mr. You

Mr. You is the co-founder and an executive Director of the Company and President of our Group. Since joining the Company, he has been responsible for the strategic planning and operation of the Group's targeted marketing business. He pioneered the industry's first full-link intelligent business solution integrating "Marketing + Tools + Operations + Ecosystem," combining digital technology with marketing. Under his leadership, Weimob's targeted marketing business has not only deepened its presence within the Tencent ecosystem but also expanded its reach to major domestic and international marketing platforms such as Kuaishou, Xiaohongshu, and Alipay, providing enterprises with comprehensive one-stop targeted marketing services. Since assuming the role of President of the Group, he has guided business development with advanced management philosophies and innovative thinking. By advocating the Amoeba management model, focusing on cultivating business-oriented management talent, and implementing an efficient operational mechanism of "small front-end + large mid-office", he has significantly enhanced the Group's operational efficiency.

(iii) Proposed Grant to Mr. Fang

Mr. Fang is the co-founder and executive Director of the Company. Since joining the Company in 2013, he has been primarily responsible for team building and business operations for the SaaS business and has been deeply involved in the strategic planning and implementation of Weimob's Smart Retail. He has made outstanding contributions to the Company's early business development and its transformation towards serving large enterprise clients, demonstrating extensive experience and exceptional leadership capabilities in corporate operations management.

(iv) Proposed Grant to Mr. Fei

Mr. Fei is an executive Director and Chief Human Resources Officer of the Company. Since joining the Company in 2017, he has been responsible for the planning and operation of human resources. He has spearheaded the establishment of the Group's employee development system, competency model, and cultural framework. These initiatives provide clear career development direction for employees and offer a scientific, objective basis for recruitment, promotions, and other personnel decisions, achieving optimal person-job matching and facilitating orderly personnel mobility and effective talent revitalization within the Group.

The Board (including the independent non-executive Directors) and the Remuneration Committee are of the view that the Proposed Grant is conducive to talent retention and incentivise the grantees to continue with their best endeavours for the past success of the Company and its affiliates, and rewards them for their perseverance in this regard. In relation to the Grants to the Connected Grantees, the Board (including the independent non-executive Directors) and the Remuneration Committee are of the view that the Proposed Grant can effectively motivate the executive Directors to strive for the long-term development of the Company. In addition, it is anticipated that the RSUs given under the Proposed Grant will further align the interests of the executive Directors with the long-term interests of the Company and the Shareholders, thereby ensuring better coordination between the Group's long-term strategic and financial objectives and the executive Directors' incentive package.

NUMBER OF AWARDS AVAILABLE FOR FUTURE GRANTS

The vesting of the 234,000,000 RSUs granted will be satisfied by the issuance of new Shares within the scheme mandate limit under the 2020 RSU Scheme. Subsequent to the Proposed Grant, the total number of Awards available for future grant pursuant to the 2020 RSU Scheme is 35,782,099, and the total number of Awards available for grant under the service provider sublimit pursuant to the 2020 RSU Scheme is 27,945,949.

LISTING RULES IMPLICATIONS

The 2020 RSU Scheme shall be subject to Chapter 17 of the Listing Rules.

Pursuant to Rule 17.04(1) of the Listing Rules and the terms of the 2020 RSU Scheme, the grant of Awards to any Director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the Awards). Accordingly, the RSUs conditionally granted to the Connected Grantees has been reviewed and approved by the independent non-executive Directors.

Each of Connected Grantees has abstained from casting his vote in respect of the approval of the directors' resolutions as to the Proposed Grant to them.

Pursuant to Rule 17.04(2) of the Listing Rules and the terms of the 2020 RSU Scheme, as the Proposed Grant to the Connected Grantees as set out in this announcement will cause the aggregate of Shares issued and to be issued under all awards granted to each Connected Grantee (excluding any awards which have lapsed in accordance with the terms of the relevant share schemes) during the 12-month period up to and including the date of the proposed grant to exceed 0.1% of the Company's issued shares, the grant of RSUs to each Connected Grantee as set out in this announcement is subject to the approval of the Independent Shareholders of the Company.

In addition, the proposed grant of RSUs to Mr. Sun, as set out in this announcement, would also result in the Shares issued and to be issued in respect of all awards granted (excluding any awards lapsed in accordance with the terms of the relevant share schemes) to Mr. Sun in the 12-month period up to and including the date of the proposed grant representing in aggregate over 1% of the shares of the Company in issue, the grant of RSUs to Mr. Sun is also required to be approved by Independent Shareholders of the Company in accordance with Rule 17.03D(1) of the Listing Rules and the terms of the 2020 RSU Scheme. Pursuant to (i) Rule 17.03(D)(1) of the Listing Rules, Mr. Sun and his respective associates shall abstain from voting in respect of the resolutions at the Shareholders' meeting approving the Proposed Grants to Mr. Sun; and (ii) Rule 17.04(4) of the Listing Rules, Mr. Sun, Mr. Fang, Mr. You and their respective associates and all core connected persons of the Company (each as defined in the Listing Rules) shall abstain from voting in favour in respect of the Proposed Grants to the Connected Grantees at the EGM.

Save for Mr. Sun, Mr. Fang, Mr. You and Mr. Fei abstaining from voting on the Board resolutions approving the grants to themselves, no Director is considered to be interested in the proposed grants as set out in this announcement and therefore none of them had abstained from voting on the relevant Board resolutions approving the proposed grants as set out in this announcement. The Company will convene an EGM to consider and, if thought fit, approve the Proposed Grant as set out in this announcement. A circular containing, among others, details in respect of the Proposed Grant and a notice convening the EGM, will be sent to the Shareholders in accordance with the requirements of the Listing Rules in due course.

Other than Mr. Sun, Mr. Fang, Mr. You and Mr. Fei, there are no other proposed grantees who is a Director, chief executive or substantial shareholder of the Company or associates (as defined in the Listing Rules) of any of them. None of the proposed grantees is a related entity participant (as defined under Rule 17.03A(1) of the Listing Rules) or a service provider. In addition, other than Mr. Sun, none of the proposed grantees is a participant with share awards and share options granted and proposed to be granted exceeding the 1% individual limit under Rule 17.03D(1) of the Listing Rules. Other than the grants to Mr. Sun, Mr. Fang, Mr. You and Mr. Fei, there are no other grants that are subject to approval by the Shareholders.

DEFINITIONS

"2020 RSU Scheme"	the restricted share units scheme adopted by the Board on May 25, 2020 and approved by the Shareholders at the annual general meeting of the Company held on June 29, 2020, as amended by the Board and as approved by the Shareholders of such amended 2020 RSU Scheme at the 2023 AGM
"2023 AGM"	the annual general meeting of the Company held on June 21, 2023
"Administrator"	the Board or a committee comprising of certain members appointed by the Board from time to time
"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Award"	an award of RSUs granted to a participant pursuant to the 2020 RSU Scheme
"Board"	the board of Directors
"Cause"	with respect to a grantee, the summary termination of employment or office on any one or more of the following grounds: the grantee is considered to have misconduct or act with dishonesty, or has been convicted of any criminal offence involving his integrity or honesty or (if so determined by the Administrator in its sole and absolute discretion) on any other ground on which the relevant company in the Group would be entitled to terminate his employment or office summarily at common law or pursuant to any applicable laws or under the grantee's service contract with the relevant company in the Group. Notwithstanding the foregoing, a resolution of the Board or the board of directors of the relevant Group company to the effect that the employment or office of a grantee has or has not been terminated on one or more of the grounds specified herein shall be conclusive
"Company"	Weimob Inc., a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
"Connected Grantee(s)"	Mr. Sun, Mr. You, Mr. Fang and Mr. Fei
"connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Director(s)"	the director(s) of the Company

"EGM"	the forthcoming extraordinary general meeting of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Shareholders"	any Shareholder who is not required to abstain from voting on the Proposed Grant at the EGM pursuant to Rule 17.04(4) of the Listing Rules
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Mr. Fang"	Mr. FANG Tongshu, an executive Director and president of the intelligent business career of the Company
"Mr. Fei"	Mr. FEI Leiming, an executive Director and the Chief Human Resources Officer of the Company
"Mr. Sun"	Mr. SUN Taoyong, the chairman of the Board, an executive Director and chief executive officer of the Company
"Mr. You"	Mr. YOU Fengchun, an executive Director, President and president of intelligent marketing career group of the Company
"PRC"	the People's Republic of China excluding, for the purpose of this announcement, Hong Kong, Macau Special Administrative Region of the People's Republic of China and Taiwan
"Proposed Grant"	the proposed grant of 234,000,000 RSUs to the grantees pursuant to the 2020 RSU Scheme on December 3, 2025
"RSU(s)"	the restricted share unit(s) under the 2020 RSU Scheme
"Shareholder(s)"	the holder(s) of the Share(s)
"Share(s)"	ordinary share(s) of US$0.0001 each in the share capital of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	per cent

By Order of the Board
Weimob Inc.
SUN Taoyong
Chairman of the Board and Chief Executive Officer

Shanghai, the PRC
December 3, 2025

As at the date of this announcement, the Board comprises Mr. SUN Taoyong, Mr. FANG Tongshu, Mr. YOU Fengchun and Mr. FEI Leiming as executive Directors; and Mr. LI Xufu, Mr. TANG Wei and Ms. XU Xiao'ou as independent non-executive Directors.

* *For identification purpose only*