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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 GRANT OF SHARE OPTIONS  
TO A DIRECTOR, CHIEF EXECUTIVE AND SUBSTANTIAL  
SHAREHOLDER UNDER THE SHARE OPTION SCHEME**

This announcement is made by the Company pursuant to Rule 17.06A of the Listing Rules.

The Board is pleased to announce that it has conditionally granted 28,000,000 share options (the “**Share Options**”) to Mr. Yangbin Bernard Wang (the “**Grantee**”), the Chairman of the Board, an executive Director, the chief executive officer and a substantial Shareholder of the Company, to subscribe for 28,000,000 Shares pursuant to the share option scheme (the “**Share Option Scheme**”) adopted by the Company on December 8, 2017 (the “**Proposed Grant**”).

The total of 28,000,000 Shares to be subscribed under the Share Options granted represents 6.10% of the existing issued share capital of the Company as at the date of this announcement and approximately 5.75% of the enlarged issued share capital of the Company immediately upon full exercise of such Share Options.

Details of the Proposed Grant which is conditional upon approval by the Shareholders are set out below:

**Date of the Proposed Grant:** January 12, 2021

**Exercise price of the Share Options:** HK\$20.00 per Share, which is not less than the greater of:

- (i) the closing price of the Shares of HK\$20.00 as stated in the Stock Exchange’s daily quotation on the Date of Proposed Grant;
- (ii) the average closing price of the Shares of HK\$17.496 as stated in the Stock Exchange’s daily quotation for the five business days immediately preceding the Date of Proposed Grant; and
- (iii) the nominal value of the Shares of US\$0.0001.

<b>Number of Share Options granted:</b>	28,000,000
<b>Consideration for the Proposed Grant:</b>	Upon acceptance of the Share Options, the Grantee shall pay HK\$1 to the Company as consideration for the grant of the Share Options.
<b>Vesting conditions of the Share Options:</b>	<p>The Share Options are split into nine Tranches.</p> <p>Each Tranche (of approximately 3.11 million Share Options) will only vest and become exercisable by the Grantee subject to and conditional upon the Company achieving a set of performance targets, which are referred to as the (1) Market Capitalization Milestones and (2) Operational Milestones. Both performance targets must be achieved as of a Determination Date in order for any Tranche of the Share Options to vest.</p> <p><b>Market Capitalization Milestone:</b> The Company has a Daily Market Capitalization of approximately US\$1.19 billion, Thirty-Day Market Cap of approximately US\$0.95 billion and Six-Month Market Cap of approximately US\$0.46 billion as of the date of this announcement. The Market Capitalization Milestone in respect of each Tranche will be met if the Market Capitalization of the Company on a Determination Date increases by a minimum of US\$1 billion.</p> <p><b>Operational Milestones:</b> There are 18 potential Operational Milestones, comprising nine revenue-based Operational Milestones and nine adjusted EBITDA-based Operational Milestones. The Operational Milestones in respect of each Tranche will be met if the Company cumulatively achieves at least the same number of Operational Milestones as of the Determination Date as Tranches that may potentially vest due to achievement of Market Capitalization Milestones.</p> <p>All nine Tranches of the Share Options will become fully vested when Market Capitalization of the Company on a Determination Date reaches at least US\$10 billion and the Company has achieved at least nine of the Operational Milestones in any combination.</p>

The first revenue-based Operational Milestone is Annual Revenue of the Company on a Determination Date of US\$50 million. The subsequent eight revenue-based Operational Milestones are US\$25 million incremental increases in Annual Revenue of the Company on a Determination Date.

The first adjusted EBITDA-based Operational Milestone is Annual Adjusted EBITDA of the Company on a Determination Date of US\$10 million. The subsequent eight adjusted EBITDA-based Operational Milestones are US\$5 million incremental increases in Annual Adjusted EBITDA of the Company on a Determination Date.

The table below shows the 18 Operational Milestones:

<b>Operational Milestone comprised of Annual Revenue of the Company on a Determination Date in Excess of</b>	<b>Operational Milestone comprised of Annual Adjusted EBITDA of the Company on a Determination Date in Excess of</b>
US\$50 Million	US\$10 Million
US\$75 Million	US\$15 Million
US\$100 Million	US\$20 Million
US\$125 Million	US\$25 Million
US\$150 Million	US\$30 Million
US\$175 Million	US\$35 Million
US\$200 Million	US\$40 Million
US\$225 Million	US\$45 Million
US\$250 Million	US\$50 Million

The table below shows the vesting conditions for each Tranche of the Share Options:

Cumulative Number of Operational Milestones Required to be Achieved	Market Capitalization Milestone Vesting Condition comprised of Market Capitalization of the Company on a Determination Date in Excess of	Number of vested Share Options in the Tranche
One	US\$2,000,000,000	3,111,111 Shares
Two	US\$3,000,000,000	3,111,111 Shares
Three	US\$4,000,000,000	3,111,111 Shares
Four	US\$5,000,000,000	3,111,111 Shares
Five	US\$6,000,000,000	3,111,111 Shares
Six	US\$7,000,000,000	3,111,111 Shares
Seven	US\$8,000,000,000	3,111,111 Shares
Eight	US\$9,000,000,000	3,111,111 Shares
Nine	US\$10,000,000,000	3,111,112 Shares

**Validity period of the Share Options:** 10 years from the Date of Proposed Grant

**Rights of Shares to be issued upon exercise of the Share Options:** The Shares to be allotted and issued upon the exercise of the Share Options shall rank *pari passu* with the fully paid Shares then in issue in all respects, including voting rights, entitlement to dividends, transfer, and other rights (including those arising on liquidation of the Company) paid or made on or after the relevant exercise date of the Share Options. The Share Options themselves, however, do not carry any right to voting, dividend, transfer, or other rights (including those arising on the liquidation of the Company) prior to their being exercised and the underlying Shares being issued.

All outstanding or unexercised Share Options granted to the Grantee shall lapse on January 12, 2031.

No share option of the Company has been granted to the Grantee within the 12-month period prior to the Proposed Grant.

The Share Option Scheme is adopted by the Company and does not have a trustee.

## **LISTING RULES IMPLICATIONS**

Pursuant to Rule 17.04(1) of the Listing Rules and the Share Option Scheme, the grant of Share Options by the Company 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 independent non-executive Directors who are the grantees of the Share Options concerned). The Proposed Grant of Share Options to the Grantee has been reviewed and approved by the independent non-executive Directors on January 12, 2021 accordingly.

Further, pursuant to Rule 17.04(1) of the Listing Rules and the Share Option Scheme, any grant of Share Options to a substantial Shareholder, or any of his respective associates, which would result in the Shares issued and to be issued upon exercise of all Share Options already granted and to be granted (including share options exercised, cancelled and outstanding) under the Share Option Scheme or any other schemes of the Group to such person in the 12-month period up to and including the date of such grant (i) representing in aggregate over 0.1% of the Shares in issue and (ii) having an aggregate value in excess of HK\$5 million, based on the closing price of the Shares at the date of each grant, such further grant of share options must be separately approved by the Shareholders in general meeting.

In addition, pursuant to the Note to Rule 17.03(4) of the Listing Rules, where any further grant of Share Options to the grantees would result in the Shares issued and to be issued upon exercise of all Share Options granted and to be granted to such person (including exercised, cancelled and outstanding) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the relevant class of Shares in issue, such further grant must be separately approved by Shareholders in general meeting.

As at the Date of Proposed Grant, there were 459,104,556 Shares in issue. The Proposed Grant of Share Options to the Grantee, will result in the Shares to be issued upon exercise in full of the Share Options to be granted to the Grantee in the 12-month period up to and including the Date of Proposed Grant (i) being 6.10% of the Shares in issue, which is over 0.1%; and (ii) having an aggregate value of HK\$560 million, based on the closing price of the Shares on the Date of Proposed Grant, which is in excess of HK\$5 million. Therefore, the Proposed Grant of Share Options shall be subject to the approval by the Shareholders at the extraordinary general meeting (“EGM”).

As required under Rule 17.04(1) and the Note to Rule 17.03(4) of the Listing Rules, the Grantee, his associates, and all core connected persons of the Company must abstain from voting in favor of the resolution approving the Proposed Grant of Share Options. As at the date of this announcement, the Grantee, his associates, and all core connected persons of the Company held in aggregate 97,760,819 Shares, representing approximately 21.29% of the total number of Shares in issue.

## **CIRCULAR AND NOTICE OF THE EGM**

A circular containing, among other things, information relating to the Proposed Grant of Share Options and a notice of the EGM are expected to be despatched to the Shareholders in due course.

## DEFINITIONS

<b>“Annual Adjusted EBITDA of the Company on a Determination Date”</b>	the Company’s earnings (loss) attributable to Shareholders before interest expense, provision (benefit) for income taxes, depreciation and amortization, equity settled share option expenses, and other one-off expenses, as reported by the Company in its financial statements as reported to the public for the previous four consecutive fiscal quarters (or two consecutive fiscal half-years if the Company reports semi-annually) issued prior to the Determination Date
<b>“Annual Revenue of the Company on a Determination Date”</b>	the Company’s total revenues, as reported by the Company in its financial statements as reported to the public for the previous four consecutive fiscal quarters (or two consecutive fiscal half-years if the Company reports semi-annually) of the Company issued prior to the Determination Date
<b>“associate”</b>	has the same meaning as defined in the Listing Rules
<b>“Board”</b>	the board of Directors
<b>“Company”</b>	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
<b>“core connected person(s)”</b>	has the same meaning as defined in the Listing Rules
<b>“Daily Market Capitalization”</b>	the product of (a) the total number of outstanding Shares as of the close of such trading day, as reported by the Company’s transfer agent, and (b) the closing price per Share as of the close of such trading day, as reported by the Stock Exchange
<b>“Date of Proposed Grant”</b>	January 12, 2021
<b>“Determination Date”</b>	a date on which the exercisability of the Share Options is determined by the Board, which shall be a day on which the Stock Exchange is open for trading
<b>“Director(s)”</b>	the director(s) of the Company
<b>“EBITDA”</b>	the Company’s earnings (loss) attributable to Shareholders before interest expense, provision (benefit) for income taxes, depreciation and amortization, equity settled share option expenses
<b>“EGM”</b>	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve the Proposed Grant of Share Options

<b>“Grantee”</b>	Mr. Yangbin Bernard WANG
<b>“Group”</b>	the Company and its subsidiaries
<b>“HK\$”</b>	Hong Kong dollars, the lawful currency of Hong Kong
<b>“Hong Kong”</b>	the Hong Kong Special Administrative Region of the People’s Republic of China
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
<b>“Market Capitalization of the Company on a Determination Date”</b>	the lower of the Six-Month Market Cap or the Thirty-Day Market Cap on the Determination Date
<b>“Market Capitalization Milestone”</b>	the milestones for exercisability of the Tranches of the Share Options comprising the achievement of increases in Market Capitalization on a Determination Date in nine US\$1 billion increments
<b>“Operational Milestones”</b>	the vesting criteria for a Tranche of the Share Option relating to Annual Revenue of the Company on a Determination Date or Annual Adjusted EBITDA of the Company on a Determination Date
<b>“Share(s)”</b>	ordinary share(s) in the capital of the Company with a nominal value of US\$0.0001 each
<b>“Shareholder(s)”</b>	holder of the Shares
<b>“Six-Month Market Cap”</b>	the sum of the Daily Market Capitalization of the Company for each trading day during the six calendar month period immediately prior to and including the Determination Date, divided by the number of trading days during such period
<b>“Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited
<b>“substantial shareholder”</b>	has the same meaning as defined in the Listing Rules
<b>“Thirty-Day Market Cap”</b>	the sum of the Daily Market Capitalization of the Company for each trading day during the 30 calendar day period immediately prior to and including the Determination Date, divided by the number of trading days during such period

“ <b>Tranche</b> ”	one of nine equal portions of the Share Options comprising 3,111,111 Share Options, with the last Tranche having one additional Share Option
“ <b>US\$</b> ”	United States dollars, the lawful currency of the United States of America
“ <b>%</b> ”	per cent

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

Hong Kong, January 13, 2021

*As at the date of this announcement, the Board comprises Mr. Yangbin Bernard WANG and Mr. Michael Paul WITTE as executive Directors; Mr. J David WARGO and Mr. WONG Wai Kwan as non-executive Directors; and Mr. CHAN King Man Kevin, Mr. Derek CHANG, Mr. Alfred Tsai CHU, and Mr. Charles Eric EESLEY as independent non-executive Directors.*