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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 RETIRING DIRECTORS, PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “**Annual General Meeting**”) of Vobile Group Limited (the “**Company**”) to be held at 3:00 p.m. on Thursday, June 27, 2019 at Suite 3712, 37/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong is set out on pages 12 to 15 of this circular. A form of proxy for use at the Annual General Meeting 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 Annual General Meeting, 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours (i.e. not later than 3:00 p.m. on Tuesday, June 25, 2019) before the time for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment of such meeting should you so wish.

May 27, 2019

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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:*

“Annual General Meeting”	the annual meeting of the Company to be held at 3:00 p.m. Hong Kong on Thursday, June 27, 2019 at Suite 3712, 37/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 12 to 15 of this circular, or any adjournment thereof
“Articles of Association”	the 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”	May 23, 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	January 4, 2018, the date on which dealings in the Shares commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Pre-IPO Share Option Scheme”	the share option scheme adopted by the Company on December 30, 2016
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of US\$0.0001 each in the issued capital of the Company
“Share Issue Mandate”	a general and unconditional mandate to be granted to the Directors to issue, allot or 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 6 of the notice of the Annual General Meeting as set out on pages 12 to 15 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 5 of the notice of the Annual General Meeting as set out on pages 12 to 15 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 approved by the Securities and Futures Commission, as amended from time to time
“US”	The United States of America
“US\$”	United States dollars, the lawful currency of US
“%”	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*)  
Mr. Michael Paul WITTE

*Non-executive Directors:*

Mr. Vernon Edward ALTMAN  
(*Vice chairman of the Board*)  
Mr. J David WARGO  
Mr. WONG Wai Kwan

*Independent Non-executive Directors:*

Mr. CHAN King Man Kevin  
Mr. James Alan CHIDDIX  
Mr. Charles Eric EESLEY

*Registered Office:*

P.O. Box 472, 2nd Floor,  
Harbour Place,  
103 South Church Street,  
George Town,  
Grand Cayman KY1-1106,  
Cayman Islands

*Headquarters and Principal Place  
of Business in the US*

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

*Principal Place of Business  
in Hong Kong:*

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

May 27, 2019

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Thursday, June 27, 2019.

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## LETTER FROM THE BOARD

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### **2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 16.6 of the Articles of Association, Mr. Michael Paul WITTE, Mr. WONG Wai Kwan and Mr. Charles Eric EESLEY shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting. Separate resolutions will be proposed at the Annual General Meeting to re-elect the retiring Directors.

Biographical details of the retiring Directors who are subject to re-election are set out in Appendix I to this circular.

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES**

At the annual general meeting of the Company held on June 28, 2018, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting 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 5 of the notice of the Annual General Meeting as set out on pages 12 to 15 of this circular (i.e. a total of 42,487,453 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

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 granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on June 28, 2018, a general mandate was granted to the Directors to allot, issue and deal with Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting 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 of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting (i.e. a total of 84,974,907 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting).

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## LETTER FROM THE BOARD

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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 Annual General Meeting. The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Share Issue Mandate.

### 5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 12 to 15 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 Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting 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 Annual General Meeting, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the Annual General Meeting 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 Annual General Meeting or any adjournment of such meeting should you so wish.

### 6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, the proposed granting of the Share Repurchase Mandate and the Share Issue Mandate 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 Annual General Meeting.

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

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## APPENDIX I      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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The following are details of the Directors who will retire and, being eligible, offer themselves for re-election at the Annual General Meeting.

### (1) **Mr. Michael Paul WITTE**

Mr. Michael Paul WITTE (“**Mr. Witte**”), aged 60, was appointed as a Director on June 21, 2017 as an executive Director. He joined our Group on January 14, 2008 as our Executive Vice President of Business Development and Sales and is responsible for overseeing all sales and customer success of our content protection products in the US and other related business development activities, including sourcing new clients and managing and growing our existing client relationships, performing after-sales services and providing ongoing support to our customers, and manages our sales team in Silicon Valley. Mr. Witte has over ten years of experience in the SaaS business since joining our Group. Mr. Witte obtained a Bachelor of Arts majoring in English from the University of California in Santa Barbara, California, US in March 1982.

Mr. Witte does not, at present, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas. Mr. Witte does not have any relationships with any Directors or senior management or substantial or controlling Shareholder.

Mr. Witte has entered into a service agreement with the Company for a term of three years commencing from the Listing Date 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 salary, allowances and benefits in kind of Mr. Witte for the year ended December 31, 2018 was approximately US\$280,000.

As at the Latest Practicable Date, Mr. Witte is interested in 1,200,000 Shares beneficially owned by him and 400,000 Shares which may be issued pursuant to the exercise of share options granted under the Pre-IPO Share Option Scheme within the meaning of Part XV of the SFO.

There is no information which is disclosable nor is/was Mr. Witte 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. Witte that need to be brought to the attention of the Shareholders.

### (2) **Mr. WONG Wai Kwan**

Mr. WONG Wai Kwan (“**Mr. Wong**”), aged 51, was appointed as a Director on June 21, 2017 as a non-executive Director. He is also a member of our audit committee. Since July 2016, Mr. Wong has been the chief financial officer of ThinkTank Learning Holding Company. From December 2011 to June 2016, Mr. Wong served as the General Manager of the Financial Audit Department and the Managing Director of the Internal Audit Department of Shanghai Fosun High Technology (Group) Co., Ltd., a wholly-owned subsidiary of Fosun International Limited (Stock



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## **APPENDIX I                      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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Code: 00656). From January 1997 to March 2000, Mr. Wong served in Ernst & Young's Shanghai office as Manager in its Assurance Department. From August 1992 to December 1996, Mr. Wong was employed by Ernst & Young's Hong Kong office and his last position was Senior Accountant in its Assurance Department. Mr. Wong has over 25 years of experience in finance, accounting, and financial management. Since May 2017, Mr. Wong has been an independent non-executive director of Starlight Culture Entertainment Group Limited (Stock Code: 01159). Since July 2015, Mr. Wong has been an independent non-executive director of Vision Fame International Holding Limited (Stock Code: 01315). From September 2013 to November 2014, he was an independent non-executive director of Karce International Holdings Company Limited (which changed its name to Sinogreen Energy International Group Limited in December 2013 and to Jimei International Entertainment Group Limited in December 2014 and is now known as Starlight Culture Entertainment Group Limited since August 2017) (Stock Code: 01159). From June 2010 to October 2013, he was an independent non-executive director of Shougang Concord Technology Holdings Limited (now known as HNA Holding Group Co. Limited) (Stock Code: 00521). Mr. Wong became a fellow member of Certified Practising Accountants (Australia) in June 2010. He has been a member of the Hong Kong Society of Accountants (now known as the Hong Kong Institute of Certified Public Accountants) since January 1997. Mr. Wong has been a member of the Association of Chartered Certified Accountants since January 1996. Mr. Wong graduated with a Master of Business Administration from Washington University in St. Louis, Missouri, United States in December 2009. He obtained a Bachelor of Arts with Honours in Accountancy from the City University of Hong Kong in Hong Kong in November 1992.

Saved as disclosed above, Mr. Wong 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. Wong does not have any relationships with any Directors or senior management or substantial or controlling Shareholder.

Mr. Wong has entered into a service agreement with the Company for a term of three years commencing from the Listing Date 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 salary, allowances and benefits in kind of Mr. Wong for the year ended December 31, 2018 was approximately US\$15,000.

As at the Latest Practicable Date, Mr. Wong is interested in 600,000 Shares which may be issued pursuant to the exercise of share options granted under the Pre-IPO Share Option Scheme within the meaning of Part XV of the SFO.

There is no information which is disclosable nor is/was Mr. Wong 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. Wong that need to be brought to the attention of the Shareholders.

**(3) Mr. Charles Eric EESLEY**

Mr. Charles Eric EESLEY (“**Mr. Eesley**”), aged 39, was appointed as a Director on December 8, 2017 as an independent non-executive Director. He is also a member of our audit committee, a member of our remuneration committee and a member of our nomination committee. Mr. Eesley has around eight years of experience in education and research focusing on technology and entrepreneurship. Since 2009, Mr. Eesley has worked at Stanford University, and is currently an Associate Professor in the Department of Management Science and Engineering and is David T. Morgenthaler Faculty Fellow in the Stanford Technology Ventures Program. As part of the Stanford Technology Ventures Program, he conducts research on technology entrepreneurship, specifically the impact of institutions and university environment on high growth technology entrepreneurship. In September 2015, he was selected as a Schulze Distinguished Professor under the Schulze Distinguished Professorship Program by the Richard M. Schulze Family Foundation. Mr. Eesley obtained a Doctor of Philosophy in Management from the Massachusetts Institute of Technology in Cambridge, Massachusetts, United States in June 2009 and a Bachelor of Science from Duke University in Durham, North Carolina, United States in May 2002.

Mr. Eesley does not, at present, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas. Mr. Eesley does not have any relationships with any Directors or senior management or substantial or controlling Shareholder.

Mr. Eesley has entered into a service agreement with the Company for a term of three years commencing from the Listing Date 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 salary, allowances and benefits in kind of Mr. Eesley for the year ended December 31, 2018 was approximately US\$15,000.

As at the Latest Practicable Date, Mr. Eesley 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. Eesley 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. Eesley 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 Annual General Meeting 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 424,874,536 Shares. Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 42,487,453 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

### **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 Company's memorandum and 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 December 31, 2018) 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:

Month	Price per Share	
	Highest HK\$	Lowest HK\$
<b>2018</b>		
May	3.30	2.79
June	3.84	3.01
July	3.60	3.11
August	3.51	3.20
September	3.82	3.18
October	3.65	3.20
November	3.74	3.34
December	4.35	3.37
<b>2019</b>		
January	4.29	3.04
February	3.49	3.06
March	3.25	2.80
April	3.16	2.56
May ( <i>up to and including the Latest Practicable Date</i> )	2.80	2.57

**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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

Notice is hereby given that the annual general meeting of Vobile Group Limited (the “**Company**”) will be held at 3:00 p.m. on Thursday, June 27, 2019 at Suite 3712, 37/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong for the following purposes:

1. To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditor for the year ended December 31, 2018.
2. To re-elect the following retiring directors as directors of the Company, each as a separate resolution:
  - a. Mr. Michael Paul WITTE;
  - b. Mr. WONG Wai Kwan; and
  - c. Mr. Charles Eric EESLEY.
3. To authorize the board of directors of the Company (the “**Board**”) to fix the directors’ remuneration.
4. To re-appoint Ernst & Young as auditors of the Company and to authorize the Board to fix their remuneration.
5. 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 of the Company to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognized 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 ANNUAL GENERAL MEETING

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- (b) the total number of shares of the Company 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 of the Company 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.”

- 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 of the Company (the “**Directors**”) to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to issue, allot and deal with the unissued shares of the Company 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 of the Company 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

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## NOTICE OF ANNUAL GENERAL MEETING

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entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or stock exchange in Hong Kong, or in any territory applicable to the Company);

- (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 of the Company or exercise of warrants to subscribe for shares of the Company;
  - (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.”
7. 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. 5 and 6 as set out in the notice convening this meeting, the general mandate granted to the directors of the Company pursuant to resolution no. 6 to exercise the powers of the Company to issue, allot and



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## NOTICE OF ANNUAL GENERAL MEETING

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deal with the unissued shares of the Company be and is hereby extended by the addition thereto the aggregate number of shares of the Company to be repurchased by the Company under the authority granted pursuant to resolution no. 5, provided that such number in aggregate shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

For and on behalf of the Board  
**Vobile Group Limited**  
**Yangbin Bernard WANG**  
*Chairman, Executive Director and*  
*Chief Executive Officer*

Hong Kong, May 27, 2019

*Notes:*

1. All resolutions at the meeting 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 above meeting 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 above meeting of the Company. 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 notorially 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 3:00 p.m. on Tuesday, June 25, 2019 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 meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the qualification as shareholder of the Company to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, June 24, 2019 to Thursday, June 27, 2019, 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 Annual General Meeting, 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, June 21, 2019.

*As at the date of this notice, the Board comprises Mr. Yangbin Bernard WANG, and Mr. Michael Paul WITTE as executive Directors; Mr. Vernon Edward ALTMAN, Mr. J David WARGO and Mr. WONG Wai Kwan as non-executive Directors; and Mr. CHAN King Man Kevin, Mr. James Alan CHIDDIX and Mr. Charles Eric EESLEY as independent non-executive Directors.*