
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in Vobile Group Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

(1) PROPOSED SHARE SUBDIVISION AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting (“EGM”) of the Company to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 13 July 2021 at 9:00 a.m. is set out on pages 13 to 14 of this circular. A form of proxy for use at the EGM is enclosed with this circular. 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 EGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time for holding the EGM (i.e. 9:00 a.m. (Hong Kong time) on Sunday, 11 July 2021) or any adjournment thereof. Completion and return of the enclosed form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish.

PRECAUTIONARY MEASURES FOR THE EGM

In order to prevent the spread of COVID-19 pandemic and to safeguard the health and safety of Shareholders, the Company will implement the following precautionary measures at the EGM:

- compulsory body temperature checks
- complete and submit health declarations
- compulsory wearing of surgical face masks and social distancing
- no provision of refreshments and corporate gifts

Any person who does not comply with the precautionary measures will be denied entry into the EGM venue. All attendees are requested to wear surgical face masks at all times at the EGM venue. Shareholders are reminded to exercise their voting rights at the EGM by appointing the chairman of the EGM as proxy to attend and vote on the relevant resolutions at the EGM instead of attending the EGM or any adjourned meeting in person.

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PRECAUTIONARY MEASURES FOR THE EGM

In view of the ongoing COVID-19 pandemic and recent requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the EGM to protect attending Shareholders, staff, and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every attending Shareholder, proxy, and other attendees at the entrance of the EGM venue. Any person found to be suffering from a fever or otherwise unwell will be denied entry into the EGM venue or be required to leave the EGM venue.
- (ii) All attending Shareholders, proxies, and other attendees are required to complete and submit at the entrance of the EGM venue a declaration form confirming their names and contact details, and be asked whether (a) they have travelled to, or to their best of knowledge had close contact with any person who has recently travelled to, areas outside of Hong Kong at any time in the preceding 14 days of the EGM; and (b) they are subject to any compulsory quarantine prescribed by the Hong Kong Government. Any person who responds affirmatively to any one of the above questions will be denied entry into the EGM venue or be required to leave the EGM venue.
- (iii) All attendees are requested to wear surgical face masks at the EGM venue at all times, and to maintain a safe distance with other attendees.
- (iv) No refreshments and corporate gifts will be provided.

To the extent permitted under applicable laws, the Company reserves the right to deny entry into the EGM venue or require any person to leave the EGM venue in order to ensure the safety of the attendees at the EGM. In the interest of all stakeholders' health and safety and in response to the recent guidelines on prevention and control of COVID-19 pandemic, **Shareholders are reminded that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. As an alternative, by completing form of proxy in accordance with the instructions printed thereon, Shareholders may appoint the chairman of the EGM as proxy to attend and vote on the relevant resolutions at the EGM instead of attending the EGM or any adjourned meeting in person.**

DEFINITIONS

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

“Board”	the board of Directors of the Company
“Business Day(s)”	any day(s) on which the Stock Exchange is open for the transaction of business
“CCASS”	The Central Clearing and Settlement System
“Circular”	circular containing, among other things, further details of the Share Subdivision and the notice of EGM, which will be despatched to the Shareholders on or around 23 June 2021
“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
“Convertible Bonds”	the Series One Convertible Bonds and the Series Two Convertible Bonds issued on 14 July 2020
“Conversion Price”	an initial conversion price of HK\$2.58 per Conversion Share for Series One Convertible Bonds and HK\$2.80 per Conversion Share for Series Two Convertible Bonds
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider, if thought fit, approve the Share Subdivision
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 June 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Committee”	the listing committee of the Stock Exchange for considering applications for listing and the granting of listing of securities on the Stock Exchange

DEFINITIONS

“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Series One Convertible Bonds”	The first series of Convertible Bonds for an aggregate principal amount of HK\$80,000,000 and has an initial Conversion Price of HK\$2.58 per Share
“Series Two Convertible Bonds”	The second series of Convertible Bonds for an aggregate principal amount of HK\$20,000,000 and has an Initial Conversion Price of HK\$2.80 per Share
“Share(s)”	existing ordinary share(s) in the capital of the Company with a nominal value of US\$0.0001 each
“Share Registrar”	Tricor Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong
“Share Subdivision”	the proposed subdivision of each issued and unissued Share into four (4) Subdivided Shares
“Shareholders”	holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) in the capital of the Company with a nominal value of US\$0.000025 each upon the Share Subdivision becoming effective
“US\$”	United States dollars, the lawful currency of the United States of America

EXPECTED TIMETABLE

Set out below is the expected timetable for the proposed Share Subdivision where all times and dates refer to Hong Kong local times and dates:

Event	Hong Kong date and time
Despatch of the Circular and the related form of proxy to the Shareholder	Wednesday, 23 June 2021
Latest time for lodging transfer of existing Shares in order to qualify for attending and voting at the EGM	4:30 p.m. on Wednesday, 7 July 2021
Register of members of the Company closed	Thursday, 8 July 2021 to Tuesday, 13 July 2021 (both days inclusive)
Latest date and time of lodging the form of proxy for the EGM	9:00 a.m. on Sunday, 11 July 2021
Expected date and time of the EGM	9:00 a.m. on Tuesday, 13 July 2021
Publication of the announcement of the results of the EGM	Tuesday, 13 July 2021
 The following events are conditional on the fulfilment of the conditions for the implementation of the Share Subdivision.	
Effective date of the Share Subdivision	Thursday, 15 July 2021
First day for free exchange of existing share certificates for the new share certificates for Subdivided Shares	Thursday, 15 July 2021
Dealings in Subdivided Shares commence	9:00 a.m. on Thursday, 15 July 2021
Original counter for trading in Shares in board lot of 1,000 Shares temporarily closes	9:00 a.m. on Thursday, 15 July 2021
Temporary counter for trading in Subdivided Shares in board lot of 4,000 Subdivided Shares (in the form of existing share certificates) opens	9:00 a.m. on Thursday, 15 July 2021

EXPECTED TIMETABLE

Event	Hong Kong date and time
Original counter for trading in Subdivided Shares in board lot of 1,000 Shares (only new share certificates for Subdivided Shares can be traded at this counter) reopens	9:00 a.m. on Thursday, 29 July 2021
Parallel trading in Shares and Subdivided Shares (in the form of existing share certificates and new share certificates) commences	9:00 a.m. on Thursday, 29 July 2021
Temporary counter for trading in Subdivided Shares in board lot of 4,000 Subdivided Shares (in the form of existing share certificates) closes	4:10 p.m. on Wednesday, 18 August 2021
Parallel trading in Shares and Subdivided Shares (in the form of existing share certificates) closes	4:10 p.m. on Wednesday, 18 August 2021
Last day for free exchange of existing share certificates for the Shares for new share certificates for the Subdivided Shares . .	Friday, 20 August 2021

Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

LETTER FROM THE BOARD



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. J David WARGO
Mr. WONG Wai Kwan

Independent non-executive Directors:

Mr. CHAN King Man Kevin
Mr. Derek CHANG
Mr. Alfred Tsai CHU
Mr. Charles Eric EESLEY

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 the PRC:*

10th Floor
Intelligent e-Valley B Building,
No. 482, Qianmo Road
Xixing Street
Binjiang District, Hangzhou
PRC

23 June 2021

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED SHARE SUBDIVISION,
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

We refer to the announcement of the Company dated 8 June 2021 in relation to the Proposed Share Subdivision. The purpose of this circular is to provide you with (i) details of the Share Subdivision; and (ii) the notice of the EGM at which resolutions will be proposed to consider and, if thought fit, to approve the Share Subdivision.

LETTER FROM THE BOARD

(I) PROPOSED SHARE SUBDIVISION

The Board proposes that the Company undertakes the Share Subdivision, whereby each of the existing issued and unissued Shares of US\$0.0001 each in the share capital of the Company be subdivided into four (4) Subdivided Shares of US\$0.000025 each.

Effect of the Share Subdivision

As at the Latest Practicable Date, the authorised share capital of the Company is US\$800,000 divided into 8,000,000,000 Shares of US\$0.0001 each, of which 485,201,556 Shares have been issued and are fully paid or credited as fully paid.

Upon the Share Subdivision becoming effective, the authorised share capital of the Company will be US\$800,000 divided into 32,000,000,000 Subdivided Shares of US\$0.000025 each, of which 1,940,806,224 Subdivided Shares will be in issue and fully paid or credited as fully paid, assuming that no further Shares are issued or repurchased prior to the Share Subdivision becoming effective.

All Subdivided Shares will rank *pari passu* with each other in all respects with the Shares in issue prior to the Share Subdivision and the Share Subdivision will not result in any change in the relevant rights of the Shareholders.

The Shares are currently traded in board lot size of 1,000 Shares. Upon the Share Subdivision becoming effective, the board lot size of the Subdivided Shares for trading on the Stock Exchange will remain as 1,000 Subdivided Shares.

The Share Subdivision is not expected to result in any odd lots other than those that already exist.

Dealings of the Subdivided Shares

The Subdivided Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid.

Subject to the granting of the listing of, and permission to deal in, (i) the Subdivided Shares arising from the Share Subdivision; (ii) any Subdivided Shares which may fall to be issued upon exercise of the outstanding share options granted under the share option schemes adopted by the Company on 30 December 2016 and 8 December 2017; (iii) all Subdivided Shares which may fall to be issued upon exercise of options to be granted from time to time under the share option scheme adopted by the Company on 8 December 2017 (under the refreshed scheme mandate limit approved by the Shareholders on 18 March 2021); and (iv) any Subdivided Shares which may fall to be issued upon conversion of the Convertible Bonds issued by the Company on 14 July 2020, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as determined by HKSCC.

LETTER FROM THE BOARD

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Condition of the Share Subdivision

The Share Subdivision is conditional upon:

- (a) the passing by the Shareholders at the EGM of an ordinary resolution approving the Share Subdivision; and
- (b) the Listing Committee granting the listing of, and permission to deal in, (i) the Subdivided Shares arising from the Share Subdivision; (ii) any Subdivided Shares which may fall to be issued upon exercise of the outstanding share options granted under the share option schemes adopted by the Company on 30 December 2016 and 8 December 2017; (iii) all Subdivided Shares which may fall to be issued upon exercise of options to be granted from time to time under the share option scheme adopted by the Company on 8 December 2017 (under the refreshed scheme mandate limit approved by the Shareholders on 18 March 2021); and (iv) any Subdivided Shares which may fall to be issued upon conversion of the Convertible Bonds issued by the Company on 14 July 2020.

The Share Subdivision will become effective after the conditions of the Share Subdivision above are fulfilled.

Listing Application

An application has been made by the Company to the Stock Exchange for the listing of, and the permission to deal in:

- (i) the Subdivided Shares arising from the Share Subdivision;
- (ii) any Subdivided Shares which may fall to be issued upon exercise of the outstanding share options granted under the share option schemes adopted by the Company on 30 December 2016 and 8 December 2017;
- (iii) all Subdivided Shares which may fall to be issued upon exercise of options to be granted from time to time under the share option scheme adopted by the Company on 8 December 2017 (under the refreshed scheme mandate limit approved by the Shareholders on 18 March 2021); and
- (iv) any Subdivided Shares which may fall to be issued upon conversion of the Convertible Bonds issued by the Company on 14 July 2020.

LETTER FROM THE BOARD

No part of the securities of the Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought on any other stock exchange.

Exchange of Share Certificate

Subject to the Share Subdivision having become effective, the existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:10 p.m. on 18 August 2021 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will continue to be good evidence of legal title to the Subdivided Shares on the basis of one (1) Share for four (4) Subdivided Shares.

Upon the Share Subdivision becoming effective, the Shareholders can submit their existing certificates for the Shares to the Company's branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, in exchange for the new share certificates for the Subdivided Shares free of charge between 9:00 a.m. and 4:00 p.m. on any Business Day from 15 July 2021 to 20 August 2021 (both days inclusive). After the expiry of such period, existing certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each existing share certificate cancelled or new share certificate issued (whichever number of share certificates involved is higher). It is expected that the new share certificates for the Subdivided Shares will be available for collection within a period of 10 Business Days after the submission of the existing share certificates for the Shares to Tricor Investor Services Limited for exchange.

The new share certificates will be orange in colour so as to be distinguished from the existing share certificates which are blue in colour.

Board Lot Size

The Shares are currently traded in board lot size of 1,000 Shares. Upon the Share Subdivision becoming effective, the board lot size of the Subdivided Shares for trading on the Stock Exchange will remain as 1,000 Subdivided Shares.

Reasons for the Share Subdivision

The proposed Share Subdivision will reduce the nominal value and trading price of each Share and increase the number of Shares in issue. Although the Share Subdivision will result in downward adjustment to the trading price of the Shares, the Board believes that the Share Subdivision would enhance the liquidity in trading of Shares and thereby would enable the Company to attract more investors and broaden its Shareholder base. Accordingly, the Board considers that the Share Subdivision is in the interest of the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Directors confirm that the Company has no intention to carry out other corporate action which may have an effect of undermining or negating the intended purpose of the Share Subdivision in the coming twelve (12) months. The Directors also confirm that the Company does not have any concrete plan to conduct any potential equity fund raising activities as at the Latest Practicable Date. The Directors are of the view that the Share Subdivision is fair and reasonable and in the best interests of the Company and Shareholders as a whole. Nevertheless, the Board cannot rule out the possibility that the Company may conduct debt and/or equity fund raising exercises when suitable fund raising opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules if and when appropriate.

Save for the expenses to be incurred by the Company in relation to the Share Subdivision, the implementation of the Share Subdivision will not, by itself, alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interest of the Shareholders.

Adjustment to Share Options and the Convertible Bonds

As at the Latest Practicable Date, there were 50,427,000 outstanding options granted under the Company's share option schemes adopted on 30 December 2016 and 8 December 2017 to subscribe for an aggregate of 50,427,000 Shares. Upon the Share Subdivision becoming effective, pro-rata adjustments will be made to the exercise prices and the number of outstanding share options. The Company has appointed an auditor to certify in writing that such pro-rata adjustments are in accordance with the terms of the share option schemes adopted on 30 December 2016 and 8 December 2017 and the supplementary guidance regarding the adjustment of share options under Rule 17.03(13) of the Listing Rules.

As at the Latest Practicable Date, there are outstanding Series One Convertible Bonds with a principal amount of HK\$80,000,000 with an initial conversion price of HK\$2.58 per Share which may convert into 31,007,751 new Shares and outstanding Series Two Convertible Bonds with a principal amount of HK\$20,000,000 with an initial price of HK\$2.80 which may convert into 7,142,857 new Shares issued on 14 July 2020. As a result of the Share Subdivision, the conversion price of Series One Convertible Bonds will be adjusted from HK\$2.58 to HK\$0.645 per Share, which the maximum number of new Shares to be converted from Series One Convertible Bonds will be adjusted from 31,007,751 new Shares to 124,031,004 new Shares and the conversion price of Series Two Convertible Bonds will be adjusted from HK\$2.80 to HK\$0.70 per Share which the maximum number of new Shares to be converted from Series Two Convertible Bonds will be adjusted from 7,142,857 new Shares to 28,571,428 new Shares.

The Company will inform each of the grantees of the share options regarding the adjustments to be made pursuant to the respective terms and conditions of the share option schemes and the holder of the Convertible Bonds regarding the adjustments to be made pursuant to the respective terms and conditions of the Convertible Bonds.

LETTER FROM THE BOARD

Save as disclosed above, the Company has no other outstanding share options or convertible securities to subscribe for any Share.

(II) GENERAL

The notice convening the EGM to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 13 July 2021 at 9:00 a.m. is set out on pages 13 to 14 of this circular.

A proxy form for use at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM, you are requested to complete and return the enclosed form of proxy to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM (i.e. 9:00 a.m. (Hong Kong time) on 11 July 2021) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

As at the Latest Practicable Date, the Directors were not aware that any of the Shareholders who must abstain from voting in favour of the resolution approving the Share Subdivision at the EGM had stated their intention to vote against the relevant resolution. Save as disclosed above, to the best of the Directors' knowledge, information, and belief, having made all reasonable enquires, as of the Latest Practicable Date, no Shareholder has a material interest in the Share Subdivision. Accordingly, no other Shareholder is required to abstain from voting on the ordinary resolutions to be proposed at the EGM.

No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Subdivided Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

RECOMMENDATION

The Directors (including all the independent non-executive Directors) consider that the resolutions proposed in relation to approval of the Share Subdivision is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of such resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief that the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

NOTICE OF EGM



Vobile Group Limited 卓博集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3738)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Vobile Group Limited (the “Company”) will be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 13 July 2021 at 9:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTION

“**THAT** conditional upon The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the Subdivided Shares (as defined below) in issue and to be issued, with effect from 9:00 a.m. on second business day following the day on which this resolution is passed by the shareholders of the Company, each of the existing issued and unissued shares of US\$0.0001 each in the share capital of the Company be subdivided into four (4) subdivided shares of US\$0.000025 each (each a “**Subdivided Share**”) so that the authorised share capital of the Company will be US\$800,000 divided into 32,000,000,000 Subdivided Shares of US\$0.000025 each immediately following the share subdivision being effective and such Subdivided Share(s) shall rank *pari passu* with each other in all respects with the shares in issue prior to the share subdivision, and any Director of the Company be and is hereby authorised to sign and execute such documents and do all such acts, deeds and things incidental to any of the foregoing as he considers necessary, desirable or expedient in connection with the implementation of or giving effect to any of the foregoing and the transactions contemplated thereunder.”

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

Hong Kong, 23 June 2021

Notes:

1. All resolutions at the EGM 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.

NOTICE OF EGM

2. Any shareholder of the Company entitled to attend and vote at the EGM 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 EGM. 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM (i.e. 9:00 a.m. (Hong Kong time) on 11 July 2021) 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 EGM 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 EGM, the register of members of the Company will be closed from Thursday, 8 July 2021 to Tuesday, 13 July 2021, 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 EGM, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 7 July 2021.
5. In view of the outbreak of COVID-19 pandemic, shareholders are strongly encouraged to appoint the chairman of the EGM as proxy to attend and vote on his/her behalf at the EGM or any adjourned meeting.

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