

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint 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 joint announcement.

This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company nor is it a solicitation of any vote or approval in any jurisdiction.

MAX TUNER LIMITED

(Incorporated in the British Virgin Islands with limited liability)

Mobile Internet (China) Holdings Limited

移動互聯(中國)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1439)

**SUPPLEMENTAL ANNOUNCEMENT
ON THE POSSIBLE MANDATORY UNCONDITIONAL
CASH OFFER BY RAINBOW CAPITAL (HK) LIMITED FOR AND
ON BEHALF OF MAX TUNER LIMITED
TO ACQUIRE ALL THE ISSUED SHARES IN
MOBILE INTERNET (CHINA) HOLDINGS LIMITED
(OTHER THAN THOSE SHARES ALREADY OWNED OR
AGREED TO BE ACQUIRED BY MAX TUNER LIMITED AND
PARTIES ACTING IN CONCERT WITH IT)**

Financial Adviser to the Offeror

RAINBOW.

RAINBOW CAPITAL (HK) LIMITED
泓博資本有限公司

Reference is made to (i) the joint announcement issued by Mobile Internet (China) Holdings Limited (the “**Company**”) and Max Tuner Limited (the “**Offeror**”) dated 25 August 2023 in relation to the Subscription Agreement and the possible Offer (the “**Rule 3.5 Joint Announcement**”); and (ii) the monthly update announcement issued by the Company and the Offeror on 28 December 2023 (the “**Monthly Update Announcement**”). Unless the context otherwise required, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Rule 3.5 Joint Announcement and the Monthly Update Announcement.

As disclosed in the Monthly Update Announcement, as the term of the Facility Agreement has lapsed, the Offeror has entered into the New Facility Agreement dated 22 December 2023 (as amended on 2 January 2024) with ChaoShang Securities Limited (“**ChaoShang**”) for a new loan facility in the principal amount of HK\$14 million to finance the consideration for the Offer. The outstanding principal, accrued interests and costs and charges payable by the Offeror under the New Facility Agreement are unsecured and unguaranteed.

ChaoShang and its beneficial owners are parties acting in concert with the Offeror under class (9) of the definition of acting in concert under the Takeovers Code. Save as aforesaid, Dr. Lai confirms that the Offeror, herself and parties acting in concert with any of them have no relationship with ChaoShang, its beneficial owners and their respective concert parties as at the date of this joint announcement.

The Offeror does not intend that the payment of fee and interest on or repayment of the loan facility under the New Facility Agreement will depend to any significant extent on the business of the Group.

DEALING AND INTERESTS IN THE COMPANY'S SECURITIES

The Offeror confirms that, as at the date of this joint announcement:

- (i) save for the entering into of the Subscription Agreement, none of the Offeror, its ultimate beneficial owner and parties acting in concert with any of them has dealt in or owned any Shares, warrants, options, derivatives or other securities convertible into Shares during the period commencing six months prior to the date of the Rule 3.5 Joint Announcement and up to and including the date of this joint announcement;
- (ii) save for the Subscription Shares and the Convertible Bonds to be subscribed by the Offeror under the Subscription Agreement, none of the Offeror, its ultimate beneficial owner and parties acting in concert with any of them holds, owns or has control or direction over any voting rights or rights over Shares or convertible securities, warrants, options or derivatives of the Company;
- (iii) none of the Offeror, its ultimate beneficial owner and parties acting in concert with any of them has received any irrevocable commitment(s) to accept or reject the Offer;
- (iv) there is no outstanding derivative in respect of the securities of the Company entered into by the Offeror, its ultimate beneficial owner and parties acting in concert with any of them;
- (v) save for the Subscription Agreement, there is no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Shares which might be material to the Offer;
- (vi) save for the Subscription Agreement, there is no agreement or arrangement to which the Offeror, its ultimate beneficial owner and parties acting in concert with any of them is a party which relates to circumstances in which it may or may not invoke or seek to invoke a pre-condition or condition to the Offer;
- (vii) none of the Offeror, its ultimate beneficial owner and parties acting in concert with any of them has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company;

- (viii) save for the considerations which will be settled by way of setting off the Debts under the Subscription Agreement, there is no other consideration, compensation or benefits paid by the Offeror, its ultimate beneficial owner and parties acting in concert with any of them to the Company;
- (ix) there is no understanding, arrangement, agreement or special deal (as defined under Rule 25 of the Takeovers Code) between the Offeror, its ultimate beneficial owner and any parties acting in concert with any of them on the one hand, and the Company, any Shareholders and any parties acting in concert with any of them on the other hand; and
- (x) there is no understanding, arrangement, agreement or special deal between (1) any Shareholder; and (2)(a) the Offeror, its ultimate beneficial owner and any party acting in concert with any of them, or (b) the Company, its subsidiaries or associated companies.

Further announcement(s) will be jointly made by the Offeror and the Company in accordance with the Takeovers Code on the status and progress in connection with the Subscription Agreement and the Offer, as and when appropriate.

WARNING

The Offer will only be made if the completion of the Subscription Agreement takes place. The completion of the Subscription Agreement is subject to the satisfaction or waiver (as may be applicable) of the conditions precedent. Accordingly, the Offer may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

The Directors make no recommendation as to the fairness or reasonableness of the Offer or as to the acceptance of the Offer in this joint announcement, and strongly recommend the Independent Shareholders not to form a view on the Offer unless and until they have received and read the Composite Document, including the recommendations of the Independent Board Committee in respect of the Offer and a letter of advice from the Independent Financial Adviser.

By order of the board of
Max Tuner Limited
Dato' Sri Lai Chai Suang
Sole Director

By order of the board of
Mobile Internet (China) Holdings Limited
Muk Hung Fei
Chairman

Hong Kong, 5 January 2024

As at the date of this joint announcement, the Board comprises five executive Directors, namely Mr. Muk Hung Fei (Chairman), Mr. Chen Hong Cai, Mr. Lau Yiu Ting, Ms. Fang Wenhui and Mr. Chan Wai Kit, and three independent non-executive Directors, namely Mr. So Chi Ming, Mr. Chau Wing Nam and Mr. He Dingding.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Offeror or parties acting in concert with it), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

As at the date of this joint announcement, the sole director of Offeror is Dato' Sri Lai Chai Suang.

Dato' Sri Lai Chai Suang accepts full responsibility for the accuracy of information contained in this joint announcement (other than those relating to the Group) and confirms, having made all reasonable inquiries, that to the best of her knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.