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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 licensed securities dealer, bank manager, solicitor, professional accountant, or other professional adviser.

**If you have sold or transferred** all your shares in Vital Mobile Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or 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 transferee.

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## **Vital Mobile Holdings Limited**

### **維太移動控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6133)**

#### **(1) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES**

#### **(2) RE-ELECTION OF RETIRING DIRECTORS**

**AND**

#### **(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM (as defined herein) to be held at Room 1804, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 5 June 2019 at 11:00 a.m. is set out on pages 14 to 18 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy 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 less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.

29 April 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 meaning:*

“AGM”	the annual general meeting of the Company to be held at Room 1804, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 5 June 2019 at 11:00 a.m. for the purpose of considering and if thought fit, approving the resolutions proposed in this circular
“Articles of Association”	the articles of association of the Company, as amended and restated from time to time
“close associates”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Director(s)
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities listed thereon
“Buy-back Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to buy back Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing of such resolution
“Cayman Companies Law”	the Companies Law as of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Vital Mobile Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on Main Board of the Stock Exchange
“core connected person”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and otherwise deal with Shares up to a maximum of 20% of the total number of issued Shares as at the date of passing of such resolution
“Latest Practicable Date”	18 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	The People’s Republic of China, excluding (except where the context requires) Hong Kong, Macau and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“%”	per cent

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## LETTER FROM THE BOARD

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# Vital Mobile Holdings Limited

## 維太移動控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6133)**

*Executive Directors*

Ms. Rong Xiuli (*Chairperson*)  
Mr. Rong Shengli (*Chief executive officer*)  
Mr. Yin Xuquan (*President*)  
Mr. Tang Shun Lam  
Mr. Wong Ho Chun

*Registered Office*

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Independent Non-executive Directors*

Mr. Hon Kwok Ping, Lawrence  
Mr. Lam Yiu Kin

*Principal Place of Business*

*in Hong Kong*  
Suite B, 16/F.  
W Square  
314-324 Hennessy Road  
Wanchai  
Hong Kong

29 April 2019

*To the Shareholders*

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES**  
**(2) RE-ELECTION OF RETIRING DIRECTORS**  
**AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM and to give you notice of the AGM.

Resolutions to be proposed at the AGM include ordinary resolutions relating to (a) the grant of each of the Issue Mandate and the Buy-back Mandate; (b) the extension of the Issue Mandate to include Shares bought back by the Company under the Buy-back Mandate; and (c) the re-election of retiring Directors.

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## LETTER FROM THE BOARD

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### 2. PROPOSED GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

Ordinary resolutions were passed at the annual general meeting of the Company held on 24 May 2018, where by general mandates were given to the Directors, among others, (i) to allot, issue and deal with new Shares up to a maximum of 20% of the total number of issued Shares as at the date of passing such resolution; and (ii) to buy back Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing such resolution. Such general mandates will lapse at the conclusion of the forthcoming AGM. At the AGM, separate ordinary resolutions will be proposed to grant to the Directors new general mandates:

- (i) to allot and issue and deal with Shares up to a maximum of 20% of the total number of issued Shares as at the date of passing of such resolutions;
- (ii) to buy back Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing of such resolutions; and
- (iii) subject to the passing of the aforesaid ordinary resolutions approving the Issue Mandate and the Buy-back Mandate, to extend the Issue Mandate by the addition of the number of Shares bought back pursuant to the Buy-back Mandate.

In accordance with the Listing Rules, an explanatory statement containing information relating to the Buy-back Mandate is set out in Appendix I to this circular. This explanatory statement contains information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution relating to the Buy-back Mandate at the AGM.

As at the Latest Practicable Date, the Company has 850,000,000 Shares in issue. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Buy-back Mandate and the Issue Mandate, the maximum number of Shares which may be bought back pursuant to the Buy-back Mandate on the date of passing the resolution approving the Buy-back Mandate will be 85,000,000 Shares and the maximum number of Shares which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 170,000,000 Shares.

The Issue Mandate and the Buy-back Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

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## LETTER FROM THE BOARD

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### 3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84(1) of the Articles of Association, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation at each annual general meeting and every Director shall be subject to retirement at an annual general meeting at least once every three years. Mr. Tang Shun Lam and Mr. Lam Yiu Kin shall retire from office by rotation at the forthcoming AGM and, being eligible, offer themselves for re-election.

In accordance with Article 83(3) of the Articles of Association, any director appointed by the Board to fill a causal vacancy or as an addition to the existing Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election. Mr. Wong Ho Chun, appointed as an executive Director on 1 February 2019, shall retire from office at the forthcoming AGM and, being eligible, offer himself for re-election.

The nomination committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Company considers that the retiring independent non-executive Director, Mr. Lam Yiu Kin ("Mr. Lam"), is independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

The Board has noted that as of the Latest Practicable Date, Mr. Lam was an independent non-executive director of a total of 10 Hong Kong listed companies (including the Company). Nevertheless, the Board is of the view that Mr. Lam would be able to devote sufficient time to the Board. Mr. Lam has strong experience in accounting, corporate governance and is familiar with management of listed companies in Hong Kong. Mr. Lam has close and good communication with the management team of the Company and other independent non-executive Directors to facilitate the decision-making process of the Board. During the year of 2018, Mr. Lam has participated in all Board meetings to give impartial advice and exercise independent judgement and served on various committees of the Board. He has attended all meetings of the Board (7 meetings), audit committee of the Company (5 meetings), remuneration committee of the Company (1 meeting) and nomination committee of the Company (1 meeting), providing valuable input to the Board and committees of the Company.

Biographical details of each of the retiring Directors who offer himself for re-election at the AGM are set out in Appendix II to this circular.

Save as disclosed in this circular, there are no other matters in relation to the proposed re-election of Directors that need to be brought to the attention of the Shareholders.

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## LETTER FROM THE BOARD

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### **4. AGM AND PROXY ARRANGEMENT**

The notice of AGM is set out on pages 14 to 18 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, (i) the granting of the Issue Mandate and the Buy-back Mandate; (ii) the extension of the Issue Mandate to include Shares bought back by the Company under the Buy-back Mandate; and (iii) the re-election of the retiring Directors.

A form of proxy for the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.vital-mobile.com](http://www.vital-mobile.com)). Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the form of proxy 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 in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any adjournment thereof should you so wish and, in such event, the form of proxy shall be deemed to be revoked.

### **5. VOTING BY POLL**

All the resolutions set out in the notice of AGM would be decided by poll in accordance with the Listing Rules and the Articles of Association. The Chairman will explain the detailed procedures for conducting a poll at the commencement of the AGM.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy will have one vote for every fully paid Share held. A Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy who is entitled to more than one vote need not use all his/her/its votes or cast all his/her/its votes in the same way.

After the conclusion of the AGM, the poll results will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.vital-mobile.com](http://www.vital-mobile.com)).

### **6. 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, 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 misleading.

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## LETTER FROM THE BOARD

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### 7. RECOMMENDATION

The Directors consider that the proposed resolutions referred in this circular and the notice of AGM are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions as set out in the notice of AGM.

### 8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,  
By order of the Board  
**Vital Mobile Holdings Limited**  
**Rong Xiuli**  
*Chairperson*

*This appendix contains the particulars required by the Listing Rules to be included in an explanatory statement to enable Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the Buy-back Mandate.*

**(1) EXERCISE OF THE BUY-BACK MANDATE**

As at the Latest Practicable Date, there were a total of 850,000,000 Shares in issue. Subject to the passing of the resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back during the period from the Latest Practicable Date to the date of the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 85,000,000 Shares, being 10% of the total number of Shares in issue as at the date of passing the resolution to approve the Buy-back Mandate.

**(2) REASONS FOR SHARE BUYBACK**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to buy back its Shares on the Stock Exchange. Such a buy-back may, depending on market conditions, and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

**(3) SOURCE OF FUNDS**

In buying back securities, the Company may only apply funds legally available for such purpose in accordance with its memorandum and Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

To the extent that buy back is funded entirely from the available cash flow or working capital facilities of the Company, there might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2018) in the event that the buying back of the Shares under the Buy-back Mandate were to be carried out in full during the period of the Buy-back Mandate. However, Directors do not intend to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**(4) SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months and up to the Latest Practicable Date were as follows:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2018</b>		
April	0.40	0.325
May	0.40	0.33
June	0.375	0.295
July	0.35	0.275
August	0.33	0.26
September	0.33	0.255
October	0.59	0.255
November	0.63	0.445
December	0.78	0.50
<b>2019</b>		
January	0.69	0.55
February	0.65	0.52
March	0.69	0.55
April (up to the Latest Practicable Date)	0.69	0.61

**(5) DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, have any present intention, in the event that the proposed Buy-back Mandate is approved by the Shareholders, to sell any Shares to the Company.

No other core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have any present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the proposed Buy-back Mandate is approved by the Shareholders.

**(6) UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make share buy back pursuant to the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**(7) TAKEOVERS CODE**

If as a result upon the Company exercising its power to buy back of Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the public record, and to the best of the knowledge and belief of the Directors, Ms. Rong Xiuli, the chairperson and executive Director of the Company, in aggregate was beneficially interested in 568,480,000 Shares, representing 66.88% of the total number of issued Shares of the Company. In the event that the Directors exercise in full the power to buy back Shares in accordance with the Buy-back Mandate, the shareholding of the aforesaid executive Director would be increased to approximately 74.31% of the total number of issued Shares of the Company, and such increase would not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code.

Save as disclosed in above, the Directors are not aware of any other consequences which may arise under Rules 26 and 32 of the Takeovers Code. The Directors do not intend to exercise the Buy-back Mandate to an extent which would, in the circumstances, trigger any potential consequences under the Takeovers Code.

**(8) GENERAL**

The Company has not bought back any Shares, whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

The Listing Rules prohibit a company from making shares buy back on the Stock Exchange if the result of the buy back would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of shares in issue would be in public hands. The Directors do not propose to buy back Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

*The biographical details of the retiring Directors proposed to be re-elected at the AGM are set out as follows:*

**Executive Directors****Mr. Tang Shun Lam***Executive Director*

Mr. Tang Shun Lam (“Mr. Tang”), aged 63, is an executive Director of the Company. Mr. Tang joined the Group in March 2015. Mr. Tang worked for RDA Microelectronics, Inc., a company listed on NASDAQ Stock Market, from 2010 to January 2015 first as a senior vice president of operations and subsequently as a director and executive chairman. Mr. Tang has been appointed as an independent non-executive director of Greenheart Group Limited (the shares of which are listed on the Main Board, stock code: 94) with effect from 2 July 2015. He received a bachelor of science degree in electrical and electronics engineering from Nottingham University in England in 1979 and a master of business administration from Bradford University in England in 1981.

As at the Latest Practicable Date, Mr. Tang was interested in 3,400,000 Shares within the meaning of Part XV of the SFO.

Mr. Tang has entered into a service agreement with the Company for a term of three years and is renewable in accordance with the Articles of Association. He is subject to the requirements for retirement by rotation (at least once every three years) and re-election at the AGM of the Company pursuant to the Articles of Association. Mr. Tang receives an annual salary of up to HK\$1,200,000 which is determined by the Board and reviewed by the remuneration committee of the Company with reference to his qualification and experience, his duties and responsibilities in the Company and the Company’s performance.

Save as disclosed above, Mr. Tang held no other directorships in any other listed companies in the last three years, and Mr. Tang is not connected with any directors, senior management, substantial or controlling shareholders of the Company.

**Mr. Wong Ho Chun***Executive Director*

Mr. Wong Ho Chun (“Mr. Wong”), aged 32, is an executive Director of the Company. Mr. Wong joined the Group in February 2019. Mr. Wong has over 6 years of experience in the asset management, fund management and financial services industries in Hong Kong. Mr. Wong was a managing partner of China Fund Group Limited, a boutique fund house in Hong Kong, during the period from 2016 to 2018; a fund manager in Pacific Sun Advisors Limited during the period from 2014 to 2016; and assumed managerial positions in several reputable banks in Hong Kong where he was responsible for providing investment and financial services solutions to clients during the period from 2011 to 2014. Mr. Wong obtained a master degree in arts with a major in politics from the Durham University in the UK in 2011 and a bachelor degree of business administration from the City University of Hong Kong in 2006. Mr. Wong is also a chartered financial analyst.

As at the Latest Practicable Date, Mr. Wong was not interested in any Shares within the meaning of Part XV of the SFO.

Mr. Wong has entered into a service agreement with the Company for a fixed term of three years commencing from 1 February 2019 which, unless terminated by not less than 3 months’ notice in writing served by either party to the other, is renewable by mutual agreement between Mr. Wong and the Company. Mr. Wong will hold office until the AGM and be subject to re-election at such meeting in accordance with the Articles of Association. Mr. Wong receives an annual salary of HK\$720,000 which is determined by the Board and reviewed by the remuneration committee of the Company with reference to his qualification and experience, his duties and responsibilities in the Company and the Company’s performance

Save as disclosed above, Mr. Wong held no other directorships in any other listed companies in the last three years, and Mr. Wong is not connected with any directors, senior management, substantial or controlling shareholders of the Company.

**Independent non-executive Director****Mr. Lam Yiu Kin***Independent Non-executive Director*

Mr. Lam Yiu Kin (“Mr. Lam”), aged 64, is an independent non-executive Director, chairman of the audit committee and a member of the remuneration committee and nomination committee of the Company. Mr. Lam joined the Group in September 2014. Mr. Lam was an audit partner of PricewaterhouseCoopers (HK) from 1993 to 2013.

Mr. Lam has been the independent non-executive director of (i) Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the shares of which are listed on the Main Board, stock code: 1349) since 2013; (ii) Spring Real Estate Investment Trust (the units of which are listed on the Main Board, stock code: 1426) since 2015; (iii) Global Digital Creations Holdings Limited (the shares of which are listed on GEM, stock code: 8271) since 2015; (iv) Shougang Concord Century Holdings Limited (the shares of which are listed on the Main Board, stock code: 103) since 2015; (v) COSCO SHIPPING Ports Limited (the shares of which are listed on the Main Board, stock code: 1199) since 2015; (vi) Nine Dragons Paper (Holdings) Limited (the shares of which are listed on the Main Board, stock code: 2689) since 2016; (vii) WWPKG Holdings Company Limited (the shares of which are listed on GEM, stock code: 8069) since 2016; (viii) CITIC Telecom International Holdings Limited (the shares of which are listed on the Main Board, stock code: 1883) since 2017; and (ix) Bestway Global Holding Inc. (the shares of which are listed on the Main Board, stock code: 3358) since 2017.

Mr. Lam resigned as an independent non-executive director of Mason Group Holdings Limited (the shares of which are listed on the Main Board, stock code: 273) with effect from 24 May 2017. Mr. Lam was the independent non-executive director of Royal Century Resources Holdings Limited (the shares of which are listed on GEM, stock code: 8125) from 2014 to 2015.

Mr. Lam has over 44 years of experience in accounting, auditing and business consulting. Mr. Lam is a fellow member of HKICPA, the Association of Chartered Certified Accountants, the Chartered Accountants of Australia and New Zealand and the Institute of Chartered Accountants in England & Wales. Mr. Lam was an adjunct professor in the School of Accounting and Finance of The Hong Kong Polytechnic University from 2014 to 2016 and a member of the finance management committee of the Hong Kong Management Association until July 2016. Mr. Lam obtained a higher diploma in accountancy from The Hong Kong Polytechnic University in 1975 and was conferred an Honorary Fellow by The Hong Kong Polytechnic University in 2002.

As at the Latest Practicable Date, Mr. Lam was interested in 310,000 Shares within the meaning of Part XV of the SFO.

Mr. Lam has entered into an appointment letter with the Company on 19 September 2018, pursuant to which he has been appointed as an independent non-executive Director commencing for a further period of three years, and the appointment would be terminated by not less than one month's written notice by either party. He is subject to the requirements for retirement by rotation (at least once every three years) and re-election at the AGM of the Company pursuant to the Articles of Association. Mr. Lam is entitled to receive an annual remuneration of HK\$360,000 which is determined by the Board and reviewed by the remuneration committee of the Company with reference to his qualification and experience, his duties and responsibilities in the Company and the Company's performance.

Save as disclosed above, Mr. Lam held no other directorships in any other listed companies in the last three years, and Mr. Lam is not connected with any directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to the above Directors which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning the above directors that need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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### Vital Mobile Holdings Limited

### 維太移動控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6133)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (“AGM”) of Vital Mobile Holdings Limited (the “Company”) will be held at Room 1804, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 5 June 2019 at 11:00 a.m. for the following purposes:

1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “Directors”) and auditors of the Company for the year ended 31 December 2018;
2. to consider:
  - (a) to re-elect Mr. Tang Shun Lam as executive Director;
  - (b) to re-elect Mr. Wong Ho Chun as executive Director; and
  - (c) to re-elect Mr. Lam Yiu Kin as an independent non-executive Director.
3. to authorize the board of Directors to fix the remuneration of the Directors;
4. to re-appoint BDO Limited as auditors of the Company and authorize the board of Directors to fix their remuneration;
5. As special business, to consider and, if thought fit, pass with or without alterations, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company or securities convertible into shares of the Company, or options, warrants or similar rights to subscribe for shares of the Company or such convertible securities, and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries for the grant or issue to eligible participants thereunder or rights to acquire shares in the capital of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the total number of shares of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution:

“**Relevant Period**” means the period from the 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 of Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meetings.

“**Rights Issue**” means the allotment, issue or grant of shares or securities convertible into shares of the Company pursuant to an offer of shares of the Company open for a period fixed by the Directors to the holders of shares or of such securities or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or of such securities or any class thereof as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. As special business, to consider and, if thought fit, pass with or without alterations, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back its shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved; and
- (b) the total number of shares of the Company to be bought back pursuant to the approval in paragraph (a) above of this Resolution during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue on the date of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the 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; or
  - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meetings.”

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## NOTICE OF ANNUAL GENERAL MEETING

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7. As special business to consider and, if thought fit, pass with or without alterations, the following resolution as an ordinary resolution:

“**THAT** conditional upon Resolutions nos. (5) and (6) above being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with shares of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers pursuant to Resolutions no. (5) be and is hereby extended by the number of shares of the Company bought back by the Company since the granting of a general mandate to the Directors to exercise the powers of the Company to buy back such shares pursuant to Resolution no. (6) above, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue on the date of this Resolution.”

By order of the Board  
**Vital Mobile Holdings Limited**  
**Rong Xiuli**  
*Chairperson*

Hong Kong, 29 April 2019

*Principal Place of Business in Hong Kong:*

Suite B, 16/F, W Square  
314-324 Hennessy Road  
Wanchai  
Hong Kong

*As at the date hereof, the executive Directors of the Company are Ms. Rong Xiuli, Mr. Rong Shengli, Mr. Yin Xuquan, Mr. Tang Shun Lam and Mr. Wong Ho Chun; and the independent non-executive Directors of the Company are Mr. Hon Kwok Ping, Lawrence and Mr. Lam Yiu Kin.*

*Notes:*

1. A shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxy(ies) (if he/she/it is the holder of two or more shares) to attend and on a poll, vote instead of him/her at the AGM that the appointment shall specify the number and class of shares in respect of which such proxy is so appointed. A proxy need not be a member of the Company.
2. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of authority, must be lodged 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 not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

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## NOTICE OF ANNUAL GENERAL MEETING

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3. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
  
4. For the purpose of ascertaining shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 31 May 2019 to Wednesday, 5 June 2019, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, shareholders must lodge all transfer documents accompanied by the relevant share certificates for Registration 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 not later than 4:30 p.m. on Thursday, 30 May 2019.
  
5. Where there are joint registered holders of any shares, any one of such joint holders may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.