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**WEIMOB INC.**

**微盟集團\***

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

**(Stock code: 2013)**

**THE END OF THE CONVERSION OFFER PERIOD OF  
THE OFFER FOR CONVERSION OF THE 2020 CONVERTIBLE BONDS  
(Stock code: 40218)**

**Dealer Manager**



Reference is made to the announcements of the Company dated 6 July 2021 and 7 July 2021 (collectively, the “**Announcements**”) in relation to the Proposed Conversion Offer in respect of the outstanding 2020 Convertible Bonds. Capitalised terms used but not otherwise defined herein shall have the meanings given to them in the Announcements.

**THE END OF THE CONVERSION OFFER PERIOD**

On 6 July 2021, the Issuer and the Company entered into the Dealer Manager Agreement in connection with the Proposed Conversion Offer whereby the Dealer Manager has been appointed to, amongst others, assist the Issuer and the Company in collecting the acceptances for conversion pursuant to the terms of the Proposed Conversion Offer from the 2020 Bondholders.

As at the end of the Conversion Offer Period, the Issuer and the Company had received Conversion Notices in respect of the 2020 Convertible Bonds in an aggregate principal amount of US\$117,900,000, which will be converted into 136,006,063 Conversion Shares, based on the conversion price of HK\$6.72. Out of the Conversion Notices in respect of the 2020 Convertible Bonds received, holders of an aggregate principal amount of US\$116,700,000 are entitled to the Early Cash Incentive in the sum of US\$6,301,800 and an aggregate principal amount of US\$1,200,000 are entitled to the Cash Incentive in the sum of US\$48,000.

The Conversion Shares will be delivered to the 2020 Bondholders in accordance with the terms and conditions of the 2020 Convertible Bonds, and are expected to be delivered on 16 July 2021 and the Issuer will make the payment of the Early Cash Incentive and the Cash Incentive on the same date. Upon completion of the Proposed Conversion Offer, US\$117,900,000 in aggregate principal amount of the 2020 Convertible Bonds will be cancelled, and the remaining outstanding principal amount of 2020 Convertible Bonds amount to approximately US\$17,700,000 (the “**Remaining Outstanding Existing Convertible Bonds**”).

## **EFFECT ON THE SHARE CAPITAL OF THE COMPANY AS A RESULT OF THE CONVERSION**

The Conversion Shares upon allotment and issuance pursuant to the Proposed Conversion Offer will represent approximately 5.59% of the issued share capital of the Company as at the date of this announcement and approximately 5.30% of the issued share capital of the Company as enlarged by the issue of the Conversion Shares. Such Conversion Shares will be allotted and issued pursuant to the 2019 General Mandate and will rank pari passu in all respects with the Shares then in issue on the relevant registration date.

Assuming full conversion of the Remaining Outstanding Existing Convertible Bonds at the conversion price of HK\$6.72 per Share, the Remaining Outstanding Existing Convertible Bonds will be convertible into 20,418,214 Shares (the “**Existing Conversion Shares**”), representing approximately 0.84% of the issued share capital of the Company as at the date of this announcement and approximately 0.83% of the issued share capital of the Company as enlarged by the issue of the Existing Conversion Shares. The Existing Conversion Shares to be issued upon conversion of the Remaining Outstanding Existing Convertible Bonds will rank pari passu in all respects with the Shares then in issue on the relevant conversion date.

The following table illustrates (1) the existing shareholding structure of the Company as at the date of this announcement; (2) the shareholding structure of the Company immediately after the allotment and issuance of the Conversion Shares pursuant to the Proposed Conversion Offer; and (3) the shareholding structure of the Company immediately after the 2020 Convertible Bonds are fully converted into Shares at the Conversion Price of HK\$6.72 each; on the assumptions that (a) there will be no other change to the share capital of the Company save as disclosed herein, and (b) the 2020 Bondholders do not and will not hold any Shares other than the new Shares as a result of the aforesaid transaction (as the case may be).

Shareholder	Existing (as at the date of the Announcement)		Immediately after the allotment and issuance of the Conversion Shares pursuant to the Proposed Conversion Offer		Immediately after the full conversion of the 2020 Convertible Bonds at the conversion price of HK\$6.72 each	
	<i>% of issued ordinary share</i>		<i>% of issued ordinary share</i>		<i>% of issued ordinary share</i>	
	<i>Number of Shares</i>	<i>capital of the Company</i>	<i>Number of Shares</i>	<i>capital of the Company</i>	<i>Number of Shares</i>	<i>capital of the Company</i>
<b>Shares held by Substantial Shareholders Group<sup>(1)</sup></b>						
Yomi.sun Holding Limited <sup>(2)</sup>	321,145,000	13.2%	321,145,000	12.5%	321,145,000	12.4%
Jeff.Fang Holding Limited <sup>(3)</sup>	18,220,000	0.7%	18,220,000	0.7%	18,220,000	0.7%
Alter.You Holding Limited <sup>(4)</sup>	67,015,000	2.9%	67,015,000	2.6%	67,015,000	2.6%
<b>Sub-total:</b>	<b>406,380,000</b>	<b>16.7%</b>	<b>406,380,000</b>	<b>15.8%</b>	<b>406,380,000</b>	<b>15.7%</b>
<b>Shares held by Public Shareholders</b>						
Bondholders of the 2020 Convertible Bonds	16,611,427	0.7%	152,617,490	5.9%	173,035,704	6.7%
Other Shareholders	2,008,606,000	82.6%	2,008,606,000	78.2%	2,008,606,000	77.6%
<b>Sub-total:</b>	<b>2,025,217,427</b>	<b>83.3%</b>	<b>2,161,223,490</b>	<b>84.2%</b>	<b>2,181,641,704</b>	<b>84.3%</b>
<b>Total</b>	<b>2,431,597,427</b>	<b>100.0%</b>	<b>2,567,603,490</b>	<b>100.0%</b>	<b>2,588,021,704</b>	<b>100.0%</b>

Notes:

- (1) Mr. Sun Taoyong, Mr. Fang Tongshu and Mr. You Fengchun, are parties acting in concert (having the meaning ascribed thereto in the Hong Kong Code on Takeovers and Mergers) and form the Substantial Shareholders Group. As such, each of Mr. Sun Taoyong, Mr. Fang Tongshu and Mr. You Fengchun is deemed to be interested in the Shares held by other members of the Substantial Shareholders Group. As disclosed in the announcement of the Company dated 7 May 2020 in relation to the proposed issue of the 2020 Convertible Bonds, Credit Suisse (Hong Kong) Limited (the “Borrower”) as borrower entered into stock borrowing and lending agreements with each of Yomi.sun Holding Limited, Alter.You Holding Limited and Jeff.Fang Holding Limited, as Shareholders of the Guarantor as lenders (collectively, the “Lenders”), each dated 6 May 2020 (collectively, the “Stock Borrowing and Lending Agreements”), to allow the Lenders to provide stock lending to the Borrower in respect of 115,000,000 Shares (the “Borrowed Shares”) upon and subject to the terms and conditions stated in the Stock Borrowing and Lending Agreements. According to the Stock Borrowing and Lending Agreements, the Lenders are entitled to terminate a loan and to call for the delivery of all or any Borrowed Shares if the 2020 Convertible Bonds have been converted in full. The Borrower is also entitled at any time to terminate a loan or any part thereof under the Stock Borrowing and Lending Agreements by giving not less than one business day’s advance notice to the Lenders.
- (2) Yomi.sun Holding Limited is a company incorporated in the British Virgin Islands, and is wholly-owned by Youmi Investment Limited. Youmi Investment Limited is beneficially owned by the Youmi Trust, which was established by Mr. SUN Taoyong as the settlor, appointor and investment manager. Cantrust (Far East) Limited is the trustee of the Youmi Trust, and Mr. SUN Taoyong and his family members are the beneficiaries of the Youmi Trust. Mr. SUN Taoyong is also a director of the Yomi.sun Holding Limited. As such, each of Mr. SUN Taoyong, Cantrust (Far East) Limited and Youmi Investment Limited is deemed to be interested in the Shares held by Yomi.sun Holding Limited.

- (3) Jeff.Fang Holding Limited is wholly-owned by Mr. Fang Tongshu who is an executive Director of the Company.
- (4) Alter.You Holding Limited is wholly-owned by Fount Investment Limited. Fount Investment Limited is beneficially owned by the Fount Trust, which was established by Mr. You Fengchun as the settlor, appointor and investment manager. Infiniti Trust (Asia) Limited is the trustee of the Fount Trust, and Mr. You Fengchun and his family members are the beneficiaries of the Fount Trust. Mr. You Fengchun is also a director of Alter.You Holding Limited. As such, each of Mr. You Fengchun, Infiniti Trust (Asia) Limited and Fount Investment Limited is deemed to be interested in the Shares held by Alter.You Holding Limited. Mr. You Fengchun is an executive Director of the Company.

By Order of the Board  
**Weimob Inc.**  
**SUN Taoyong**  
*Chairman of the Board and Chief Executive Officer*

Shanghai, the PRC  
11 July 2021

*As at the date of this announcement, the Board comprises Mr. SUN Taoyong, Mr. FANG Tongshu, Mr. YOU Fengchun and Mr. HUANG Junwei as executive Directors; and Mr. SUN Mingchun, Mr. LI Xufu and Mr. TANG Wei as independent non-executive Directors.*

\* *For identification purposes only*