
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 a licensed securities dealer, or registered institution in securities, bank manager, solicitor, certified public accountant or other professional adviser.

If you have sold or transferred all your shares in Mobile Internet (China) Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

**REQUISITION FOR AN EXTRAORDINARY GENERAL MEETING
FOR PROPOSED APPOINTMENT AND REMOVAL OF DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of Mobile Internet (China) Holdings Limited to be held by way of electronic means (via VooV MEETING ONLY) on Friday, 29 April 2022 at 10:00 a.m. is set out on pages 8 to 10 of this circular.

Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company at the Company's principal place of business in Hong Kong at Suite 1008A, 10th Floor, Ocean Centre, Harbour City, Kowloon, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the extraordinary general meeting (i.e. 10:00 a.m. on Wednesday, 27 April 2022) or any adjournment thereof.

Subject to the development of the situation of COVID-19, the Company may be required to change the EGM arrangements at short notice. Shareholders should check the Company's website for any further announcements and updates on the EGM arrangements.

12 April 2022

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I — Particulars of Proposed Directors for Appointment	6
Notice of EGM	8

DEFINITIONS

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

“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Company”	Mobile Internet (China) Holdings Limited (移動互聯(中國)控股有限公司), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed and traded on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at by way of electronic means on Friday, 29 April 2022 at 10:00 a.m. is set out on pages 8 to 10 of this circular
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“PRC”	the People’s Republic of China, for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Appointed Directors”	collectively, Ms. Li Yan and Mr. Yu Jianjie
“Proposed Removed Directors”	collectively, Mr. Chen Hong Cai, Mr. Sun Shao Hua, Mr. Wu Ping and Mr. Wu Yu Kun
“Requesting Shareholders”	Wu Shifa, Chen Yan, Zhuo Longwang, Chan Qi, Yang Liqun, Fan Anju and Huang Yufei
“Requisition Notice”	a letter dated 15 February 2022 from the Requesting Shareholders

DEFINITIONS

“Share(s)”	Ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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)

Executive Directors:

Mr. Chen Hong Cai (*Chairman*)

Mr. Sun Shao Hua

Mr. Wang Yun Fang

Independent Non-executive Directors:

Mr. Wu Ping

Mr. Wu Yu Kun

Mr. Wang Chen Guang

Registered office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place of
business in the PRC:*

Hong Sheng Industrial Park

Fengxin Industrial Zone

Yichun City, Jiangxi Province

The PRC

*Principal place of business
in Hong Kong:*

Suite 1008A, 10th Floor

Ocean Centre, Harbour City

Kowloon

Hong Kong

12 April 2022

Dear Shareholders,

**REQUISITION FOR AN EXTRAORDINARY GENERAL MEETING
FOR PROPOSED APPOINTMENT AND REMOVAL OF DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the EGM and to provide you with details of the resolution to be proposed at the EGM including: (i) the information in relation to the proposed appointment of the Proposed Appointed Directors and the proposed removal of the Proposed Removed Directors; and (ii) a notice convening the EGM.

LETTER FROM THE BOARD

THE REQUISITION

On 15 February 2022, the Board received the Requisition Notice from the Requesting Shareholders, who hold an aggregate of 154,850,000 Shares representing 12.24% of the paid up share capital of the Company, requesting the Board to convene an extraordinary general meeting to consider the removal of Mr. Chen Hong Cai, Mr. Sun Shao Hua, Mr. Wu Ping and Mr. Wu Yu Kun as directors of the Company and the appointment of Ms. Li Yan and Mr. Yu Jianjie as independent non-executive directors of the Company.

The Requisition Notice did not set out any reasons and/or grounds for the proposed appointment of the Proposed Appointed Directors and the proposed removal of the Proposed Removed Directors.

Pursuant to article 58 of the Articles, “any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition”. Pursuant to article 83(5) of the Articles, “the Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement)”.

The biographical details of the Proposed Appointed Directors are set out in Appendix I to this circular, which have been reproduced from and are solely based upon the information provided by the Requesting Shareholders and have not been independently verified by the Board.

EGM AND PROXY ARRANGEMENT

The notice of the EGM is set out in pages 8 to 10 of this circular. At the EGM, ordinary resolutions will be proposed to approve the removal of the Proposed Removed Directors and the appointment of the Proposed Appointed Directors.

In view of the current COVID-19 situation in Hong Kong and the latest Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) and Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong), a member of the Company will not be able to attend the EGM in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. In appointing the Chairman of the EGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company at the Company's principal place of business in Hong Kong at Suite 1008A, 10th Floor, Ocean Centre, Harbour City, Kowloon, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM (i.e. 10:00 a.m. on Wednesday, 27 April 2022) or any adjournment thereof.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting (save for certain procedural or administrative matters) must be taken by poll. The chairman of the EGM shall therefore demand voting on all resolutions set out in the notice of EGM be taken by way of poll pursuant to article 66 of the Articles.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his votes or cast all the votes he uses in the same way.

RECOMMENDATION

The Directors express no opinion as to how the Shareholders should vote on the removal of the Proposed Removed Directors and the appointment of the Proposed Appointed Directors at the EGM.

LANGUAGE

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board of
Mobile Internet (China) Holdings Limited
Chen Hong Cai
Chairman

The biographical details of the Proposed Appointed Directors are set out below:

Ms. Li Yan (李燕)

Ms. Li Yan (李燕) (“**Ms. Li**”), aged 48, obtained a diploma in Accounting (會計學專科文憑) from the Training Institute of Northwestern Polytechnical University* (西北工業大學培訓學院) in July 1993. She completed an undergraduate program in Economics and Management (本科班經濟管理專業) and graduated from the Correspondence College of the Central Party School of the Chinese Communist Party* (中共中央黨校函授學院) in December 2005.

Ms. Li possesses substantial working experience in financial management. Since May 2005, Ms. Li has worked for Shenzhen Zhuoyue Construction Investment Co., Ltd.* (深圳市卓越建設投資有限公司) as a financial controller. From December 2003 to March 2005, she worked for Shenzhen Yongxing Holding Group Co., Ltd.* (深圳市永興控股集團有限公司) as a financial manager. Moreover, Ms. Li has worked as a freelancer providing consultation services relating to finance and taxation matters since 1994.

Save as disclosed above, Ms. Li (i) does not hold any positions with the Company or other members of the Group; (ii) has not entered into any service contract with the Company or other members of the Group; (iii) was not connected and has no relationship with any existing or proposed directors, senior management, substantial shareholders, or controlling shareholders of the Company; (iv) is not interested in and does not hold any short position in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (v) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Ms. Li has not been involved in any of the events under Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Yu Jianjie (俞建杰)

Mr. Yu Jianjie (俞建杰) (“**Mr. Yu**”), aged 50, graduated from Beijing Business College (北京商學院) (currently known as Beijing Technology and Business University (北京工商大學)) with a bachelor’s degree in Laws (Economic Law) in July 1994. He completed a master’s degree program in International Economic Law at the University of International Business and Economics (對外經濟貿易大學) in March 1999. He became a qualified lawyer in the PRC in May 1995. He has obtained the licenses to carry out general securities businesses (一般證券業務) and act as a sponsor representative (保薦人代表) accredited by the Securities Association of China (中國證券業務協會).

* for identification purpose only

Mr. Yu possess significant experience and market knowledge in the capital and corporate finance markets. Since May 2018, Mr. Yu has worked as a sponsor representative of Yintai Securities Co., Ltd. (銀泰證券有限責任公司). From March 2011 to January 2018, he worked at Zhongtai Securities Co., Ltd. (中泰證券股份有限公司), the shares of which are listed on the Shanghai Stock Exchange (stock code: 600198), and served as a sponsor representative and handled securities business. From April 2006 to February 2011, he worked at China Jianyin Investment Securities Company Limited (中國建銀投資證券有限責任公司) (currently known as China CICC Wealth Management Securities Company Limited (中國中金財富證券有限公司)), a subsidiary of China International Capital Corporation Limited (中國國際金融股份有限公司), whose H shares are listed on the Stock Exchange (stock code: 03908) and A Shares are listed on the Shanghai Stock Exchange (stock code: 601995), and handled securities business. From October 2004 to March 2006, he worked for AVIC Securities Co., Ltd. (中航證券有限責任公司) and handled securities business.

Save as disclosed above, Mr. Yu (i) does not hold any positions with the Company or other members of the Group; (ii) has not entered into any service contract with the Company or other members of the Group; (iii) was not connected and has no relationship with any existing or proposed directors, senior management, substantial shareholders, or controlling shareholders of the Company; (iv) is not interested in and does not hold any short position in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (v) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Yu has not been involved in any of the events under Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board emphasizes that the particulars of the Proposed Appointed Directors as set out above are based solely on the information provided by the Requesting Shareholders and have not been independently verified by the Company or the Directors.

NOTICE OF EGM

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)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Mobile Internet (China) Holdings Limited 移動互聯(中國)控股有限公司 (the “Company”) will be held by way of electronic means (via VooV MEETING ONLY) on Friday, 29 April 2022 at 10:00 a.m. to consider and, if thought fit, pass the following resolutions:

Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 12 April 2022.

ORDINARY RESOLUTIONS

1. **THAT** Mr. Chen Hong Cai be and is hereby removed as a director of the Company pursuant to article 83(5) of the articles of association of the Company with immediate effect upon passing of this resolution;
2. **THAT** Mr. Sun Shao Hua be and is hereby removed as a director of the Company pursuant to article 83(5) of the articles of association of the Company with immediate effect upon passing of this resolution;
3. **THAT** Mr. Wu Ping be and is hereby removed as a director of the Company pursuant to article 83(5) of the articles of association of the Company with immediate effect upon passing of this resolution;
4. **THAT** Mr. Wu Yu Kun be and is hereby removed as a director of the Company pursuant to article 83(5) of the articles of association of the Company with immediate effect upon passing of this resolution;
5. **THAT** Ms. Li Yan be and is hereby appointed as independent non-executive director of the Company with immediate effect upon passing of this resolution; and

NOTICE OF EGM

6. **THAT** Mr. Yu Jianjie be and is hereby appointed as independent non-executive director of the Company with immediate effect upon passing of this resolution.

By order of the Board
Mobile Internet (China) Holdings Limited
Chen Hong Cai
Chairman

Jiangxi Province, the PRC, 12 April 2022

Notes:

1. **In view of the current COVID-19 situation in Hong Kong and the latest Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) and Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong), a member of the Company will not be able to attend the EGM in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. In appointing the Chairman of the EGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.**
2. The EGM will be held by way of electronic means and a member of the Company will be able to observe the proceedings of the EGM through VooV Meeting (upon an email request to enquiry@hsbags.com).

In order to do so, a member of the Company who wishes to join the VooV Meeting must register by 10:00 a.m. on Wednesday, 27 April 2022 (being not less than 48 hours before the EGM) to enquiry@hsbags.com. Following authentication of his/her/its status as members of the Company, authenticated members of the Company will receive an email instruction on how to join the VooV Meeting to observe the proceedings of the EGM by Wednesday, 27 April 2022.

A member of the Company who registers for the VooV Meeting may submit questions online during the EGM. They can also send questions related to the resolutions to be tabled for approval at the EGM. To do so, all questions must be submitted by 10:00 a.m. on Wednesday, 27 April 2022 (being not less than 48 hours before the EGM) by email to enquiry@hsbags.com. If the Company cannot answer all questions at the EGM due to time constraint, it will endeavour to respond to such questions as soon as practicable after the EGM.

3. A form of proxy for the EGM is enclosed.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
5. 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 that power or authority shall be deposited at the Company's principal place of business in Hong Kong at Suite 1008A, 10th Floor, Ocean Centre, Harbour City, Kowloon, Hong Kong not less than 48 hours (i.e. 10:00 a.m. on Wednesday, 27 April 2022) before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in the instrument proposes to vote.
6. Where there are joint holders of any Share, any one of such persons may vote at any meeting either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stand first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.

NOTICE OF EGM

7. The register of members of the Company will be closed from Tuesday, 26 April 2022 to Friday, 29 April 2022, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company at the Company's principal place of business in Hong Kong at Suite 1008A, 10th Floor, Ocean Centre, Harbour City, Kowloon, Hong Kong not later than 4:30 p.m. on Monday, 25 April 2022.
8. Subject to the development of the situation of COVID-19, the Company may be required to change the EGM arrangements at short notice. Shareholders should check the Company's website for any further announcements and updates on the EGM arrangements.

As at the date of this notice, the Board comprises three executive Directors, namely Mr. Chen Hong Cai (Chairman), Mr. Sun Shao Hua and Mr. Wang Yun Fang, and three independent non-executive Directors, namely Mr. Wu Ping, Mr. Wu Yu Kun and Mr. Wang Chen Guang.