
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Weimob Inc.**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Weimob 微盟

WEIMOB INC.

微盟集團*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2013)

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED APRIL 27, 2022
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated April 27, 2022 in relation to, among other things, proposals for General Mandate to issue Shares and purchase Shares, re-election of Directors, grant of RSU Scheme Annual Mandate and proposed amendments to the Memorandum and Articles of Association and the adoption of the Amended and Restated Memorandum and Articles of Association.

A supplemental notice convening the Annual General Meeting of Weimob Inc. to be held at the conference room of the Company, 14/F, Weimob Building, No. 258, Changjiang Road, Baoshan District, Shanghai, PRC on June 29, 2022 at 2:00 p.m. is set out on pages 5 to 8 of this supplemental circular. A revised form of proxy for use at the Annual General Meeting is also enclosed. Such revised form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.weimob.com).

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the revised form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. before 2:00 p.m. on June 27, 2022) or any adjournment thereof. Completion and return of the revised form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting (or any adjournment thereof) if they so wish.

* *For identification purpose only*

June 16, 2022

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LETTER FROM THE BOARD



WEIMOB INC.

微盟集團*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2013)

Executive Directors:

Mr. SUN Taoyong (*Chairman of the Board*)

Mr. FANG Tongshu

Mr. YOU Fengchun

Mr. HUANG Junwei

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

Weimob Building

No. 258, Changjiang Road

Baoshan District

Shanghai

PRC

Independent Non-executive Directors:

Dr. SUN Mingchun

Dr. LI Xufu

Mr. TANG Wei

Principal place of business in Hong Kong:

2701, 27th Floor

Central Plaza

18 Harbour Road

Wanchai

Hong Kong

Registered office:

P.O. Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

June 16, 2022

To the Shareholders

Dear Sir or Madam

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED APRIL 27, 2022
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this supplemental circular is to provide you with information on the revision of the General Mandate to issue Shares to be granted to the Directors. This supplemental circular should be read together with the circular of the Company dated April 27, 2022 in relation to, among other things, proposals for General Mandate to issue Shares and purchase Shares, re-election of Directors, grant of RSU Scheme Annual Mandate and proposed amendments to the Memorandum and Articles of Association and the adoption of the Amended and Restated Memorandum and Articles of Association (the “**Original Circular**”).

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LETTER FROM THE BOARD

Capitalised terms used but not defined in this supplemental circular shall have the same meanings as those defined in the Original Circular, except that the term “Latest Practicable Date” as used in this supplemental circular shall mean June 16, 2022, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information contained in this supplemental circular.

REVISED GENERAL MANDATE TO ISSUE SHARES

Subsequent to the despatch of the Original Circular, the Board has resolved to revise the maximum percentage of Shares to be issued under the General Mandate proposed to be granted to the Directors from not exceeding 20% to 10% of the number of issued Shares as at the date of passing of the resolution. As such, the resolution under item numbered 4(A) in the notice of the Annual General Meeting dated April 27, 2022 (the “**Original Notice of Annual General Meeting**”) relating to the grant of a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued Shares should be deleted in its entirety and replaced by the new resolution under item numbered 4(A) as set out in the supplemental notice of the Annual General Meeting (the “**Supplemental Notice of Annual General Meeting**”).

As at the Latest Practicable Date, 2,548,460,490 Shares have been fully paid and issued. Subject to the passing of the ordinary resolution numbered 4(A) as set out in the Supplemental Notice of the Annual General Meeting and on the basis that no further Shares are issued or purchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 254,846,049 Shares.

The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the General Mandate.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 5 to 8 of this supplemental circular is the Supplemental Notice of the Annual General Meeting at which, inter alia, an ordinary resolution will be proposed to the Shareholders to consider and approve the grant of the General Mandate to issue Shares not exceeding 10% of the issued Shares as at the date of passing of the resolution to the Directors. Save as disclosed above, all the resolutions proposed in the Original Circular remain unchanged.

Please refer to the Original Circular and the Original Notice of Annual General Meeting for details of other resolutions to be proposed at the Annual General Meeting and other relevant matters.

LETTER FROM THE BOARD

REVISED FORM OF PROXY

Since the form of proxy of the Company dated April 27, 2022 (the “**Original Form of Proxy**”) does not reflect the revision of the General Mandate to issue Shares proposed to be granted to the Directors, a revised form of proxy (the “**Revised Form of Proxy**”) is enclosed for use at the Annual General Meeting. The Revised Form of Proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.weimob.com). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the Revised Form of Proxy in accordance with the instructions printed thereon and return the same to the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, (the “**Share Registrar**”), at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. before 2:00 p.m. on June 27, 2022) or any adjournment thereof (the “**Closing Time**”).

A Shareholder who has not yet lodged the Original Form of Proxy with the Share Registrar is requested to lodge the Revised Form of Proxy if he/she wishes to appoint proxy(ies) to attend, speak and vote at the Annual General Meeting on his/her behalf. In this case, the Original Form of Proxy should not be lodged with the Share Registrar.

A Shareholder who has already lodged the Original Form of Proxy with the Share Registrar should note that:

- (i) if no Revised Form of Proxy is lodged with the Share Registrar, the Original Form of Proxy, if correctly completed, will be treated as a valid form of proxy lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the Annual General Meeting except for those resolutions to which the Shareholder has indicated his/her voting direction in the Original Form of Proxy;
- (ii) if the Revised Form of Proxy is lodged with the Share Registrar before the Closing Time, the Revised Form of Proxy, if correctly completed, will revoke and supersede the Original Form of Proxy previously lodged by him/her. The Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder; and
- (iii) if the Revised Form of Proxy is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Form of Proxy will be invalid. The proxy so appointed by the Shareholder under the Original Form of Proxy, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Form of Proxy was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Revised Form of Proxy carefully and lodge the Revised Form of Proxy with the Share Registrar before the Closing Time.

LETTER FROM THE BOARD

Shareholders are reminded that submission of the Original Form of Proxy and/or the Revised Form of Proxy shall not preclude Shareholders from attending the Annual General Meeting or any adjourned meeting thereof and voting in person should they so wish.

VOTING BY POLL

There is no Shareholder who has any material interest in any of the resolutions to be proposed at the Annual General Meeting, therefore none of the Shareholders is required to abstain from voting on such resolutions.

Pursuant to Rule 13.39(4) of the Listing Rules and article 13.5 of the Articles of Association, any votes of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the Original Notice of the Annual General Meeting and the Supplemental Notice of Annual General Meeting will be taken by way of poll.

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/she is the holder. A Shareholder entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same way.

RECOMMENDATION

The Directors consider that the revision of the General Mandate to issue Shares proposed to be granted to the Directors at the Annual General Meeting is in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
By order of the Board
Weimob Inc.
SUN Taoyong
Chairman of the Board

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



WEIMOB INC.

微盟集團*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2013)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of the annual general meeting (the “**AGM**”) of Weimob Inc. (the “**Company**”) dated April 27, 2022 (the “**Original AGM Notice**”) to convene the AGM which will be held at the conference room of the Company, 14/F, Weimob Building, No. 258, Changjiang Road, Baoshan District, Shanghai, PRC on June 29, 2022 at 2:00 p.m.

Details of the proposed resolutions to be considered at the AGM were stated in the Original AGM Notice. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the circular of the Company dated April 27, 2022. Apart from the amendment stated below, all the information contained in the Original AGM Notice remains to be valid and effective.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT the AGM will be held as originally scheduled. In addition, as set out in the supplemental circular of the Company dated June 16, 2022 (the “**Supplemental Circular**”), the resolution under item numbered 4(A) stated in the Original AGM Notice should be deleted in its entirety and replaced by the following new resolution under item numbered 4(A):

“4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(A) “**That:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company (the “**Shares**”) or securities convertible into shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into Shares) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;

- (iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to paragraph (i) of this resolution, otherwise than pursuant to:
 - (1) any Rights Issue (as defined hereinafter);

 - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;

 - (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or

 - (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of:
 - (a) 10% of the number of issued Shares as at the date of passing this resolution; and

 - (b) (if the Board is so authorised by resolution numbered 4(C)) the aggregate number of Shares purchased by the Company subsequent to the passing of resolution numbered 4(B) (up to a maximum equivalent to 10% of the number of issued Shares as at the date of passing resolution numbered 4(B)),

and the approval shall be limited accordingly; and

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

(iv) for the purpose of this resolution:

- (a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
 - (3) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and
- (b) “**Rights Issue**” means an offer of Shares or an issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

By order of the Board
WEIMOB INC.
SUN Taoyong
Chairman of the Board

Hong Kong, June 16, 2022

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Registered office:

P.O. Box 309, Uglund House
Grand Cayman, KY1-1104
Cayman Islands

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

Weimob Building
No. 258, Changjiang Road
Baoshan District
Shanghai
PRC

Principal place of business in Hong Kong:

2701, 27th Floor
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

Notes:

- (i) Please refer to the Original AGM Notice for details of other resolutions to be proposed at the AGM and other relevant matters.
- (ii) The register of members of the Company will be closed from June 24, 2022 to June 29, 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the AGM, all transfers of shares accompanied by the relevant share certificates and properly completed and signed transfer forms must be lodged with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on June 23, 2022.
- (iii) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is appointed.
- (iv) Since the form of proxy of the Company dated April 27, 2022 does not reflect the revision of the General Mandate to issue Shares proposed to be granted to the Directors, a revised form of proxy (the "**Revised Form of Proxy**") is enclosed for use at the AGM. For details, please refer to the section headed "Revised Form of Proxy" of the Supplemental Circular.
- (v) Revised 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 such power or authority, must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding of the AGM (i.e. before 2:00 p.m. on June 27, 2022) or any adjourned meeting.

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