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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 INC.**

**微盟集團\***

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

**(Stock code: 2013)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND PURCHASE SHARES  
AND  
RE-ELECTION OF DIRECTORS  
AND  
PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE  
SECOND AMENDED AND RESTATED MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A 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 May 10, 2024 at 2:00 p.m. is set out on pages 23 to 28 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. 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.weimob.com](http://www.weimob.com)). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch 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 May 8, 2024) or any adjournment thereof. Completion and return of the 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*

April 18, 2024

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## DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at the conference room of the Company, 14/F, Weimob Building, No. 258, Changjiang Road, Baoshan District, Shanghai, PRC on May 10, 2024 at 2:00 p.m., or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to purchase Shares not exceeding 10% of the number of the issued Shares as at the date of passing of the relevant resolution granting the Buy-back Mandate
“Company”	Weimob Inc., a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“control”	has the meaning given to it in The Hong Kong Code on Takeovers and Mergers from time to time
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution granting the General Mandate
“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 People’s Republic of China

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## DEFINITIONS

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“Latest Practicable Date”	April 12, 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	January 15, 2019, being the date on which dealings in the Shares first commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum and Articles of Association”	the existing amended and restated memorandum and articles of association of the Company
“PRC” or “China”	the People’s Republic of China. For the purposes of this circular only and except where the context requires otherwise, exclude Hong Kong, Macau and Taiwan
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular
“Remuneration Committee”	the remuneration committee of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Shareholder(s)”	holders of Shares
“Share(s)”	ordinary share(s) of US\$0.0001 each in the share capital of the Company, or if there has been a capitalization issue, sub-division, reduction, consolidation, reclassification or reconstruction of the share capital of the Company, the shares forming part of the ordinary equity share capital of the Company of such nominal amount as shall result from any such capitalization issue, sub-division, reduction, consolidation, reclassification or reconstruction
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) of the Company, whether incorporated in Hong Kong or elsewhere
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers, as amended from time to time
“Weimob Development”	Shanghai Weimob Enterprise Development Co., Ltd.* (上海微盟企業發展有限公司), a company established under the laws of the PRC on September 10, 2014, being a wholly-owned subsidiary of the Company
“%”	per cent

\* *For identification purpose only*

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LETTER FROM THE BOARD

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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. GUO Junxian

*Independent Non-executive Directors:*

Dr. LI Xufu

Mr. TANG Wei

Ms. XU Xiao'ou

*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

April 18, 2024

*To the Shareholders*

Dear Sir or Madam

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND PURCHASE SHARES  
AND  
RE-ELECTION OF DIRECTORS  
AND  
PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE  
SECOND AMENDED AND RESTATED MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to give you the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (i) granting of the General Mandate to issue Shares; (ii) granting of the Buy-back Mandate to purchase Shares; (iii) the re-election of the Directors; and (iv) approving the proposed amendments to the Memorandum and Articles of Association and adoption of the Second Amended and Restated Memorandum and Articles of Association (as defined hereinafter).

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution numbered 4(A) will be proposed to grant the General Mandate to the Directors to exercise all the powers of the Company to allot, issue and deal with the additional Shares or securities convertible into Shares not exceeding 20% of the number of issued Shares as at the date of passing of the resolution in relation to the General Mandate.

As at the Latest Practicable Date, 2,794,594,990 Shares have been fully paid and issued. Subject to the passing of the ordinary resolution numbered 4(A) 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 558,918,998 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 4(C), the number of Shares purchased by the Company under ordinary resolution numbered 4(B) will also be added to extend the General Mandate as mentioned in ordinary resolution numbered 4(A) provided that such additional number of Shares shall represent up to 20% of the number of issued Shares as at the date of passing the resolutions in relation to the General Mandate and Buy-back Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the General Mandate.

### BUY-BACK MANDATE TO PURCHASE SHARES

An ordinary resolution numbered 4(B) will be proposed at the Annual General Meeting to approve the granting of the Buy-back Mandate to the Directors to exercise the powers of the Company to purchase Shares not exceeding 10% of the number of issued Shares as at the date of passing of the resolution in relation to the Buy-back Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Buy-back Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

### RE-ELECTION OF DIRECTORS

In accordance with article 16.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. In accordance with article 16.19 of the Articles of

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## LETTER FROM THE BOARD

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Association, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. FANG Tongshu, Mr. YOU Fengchun, Mr. GUO Junxian and Dr. LI Xufu will retire and, they being eligible, will offer themselves for re-election as Directors at the Annual General Meeting.

The nomination committee of the Company has assessed the retiring Directors on criteria such as integrity, experience, skills and ability to commit time and efforts to carry out duties and responsibilities. The recommendations have been submitted to the Board for consideration.

Details of the above Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

Dr. LI, who has served the Board as an independent non-executive Director since the Listing Date, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board is satisfied that, taking into account, inter alia, the valuable independent judgement, advice and objective views contributed by Dr. LI, he is of such character, integrity and experience commensurate with office of independent non-executive Director. The Board is not aware of any circumstance that might influence the independence of Dr. LI.

### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board proposes to seek the approval of the Shareholders by way of a special resolution at the Annual General Meeting to: (i) make certain amendments to the Memorandum and Articles of Association, for the purpose of, among others, (a) in line with the latest requirements under the Listing Rules, including the amendments to Rule 2.07A which took effect from December 31, 2023; and (b) incorporating certain corresponding and housekeeping amendments into the Memorandum and Articles of Association, and (ii) adopt the second amended and restated memorandum and articles of the Company incorporating and consolidating the Proposed Amendments (the “**Second Amended and Restated Memorandum and Articles of Association**”).

Details of the Proposed Amendments are set out in Appendix III to this circular.

The legal advisers to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the Proposed Amendments comply with the provisions set out in Appendix A1 to the Listing Rules and are not inconsistent with the laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company which is incorporated in the Cayman Islands with limited liability and whose shares are listed on the Stock Exchange.

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## LETTER FROM THE BOARD

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### NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 23 to 28 of this circular is the notice of the Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to the Shareholders to consider and approve the granting of the General Mandate to issue Shares and the Buy-back Mandate to purchase Shares and the re-election of the Directors, and a special resolution will also be proposed to the Shareholders to consider and approve the Proposed Amendments and adopt the Second Amended and Restated Memorandum and Articles of Association.

### FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. 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.weimob.com](http://www.weimob.com)). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the 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, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. before 2:00 p.m. on May 8, 2024) or any adjournment thereof. Completion and return of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

### 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 notice of the 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 all of the resolutions to be proposed at the Annual General Meeting are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all resolutions to be proposed at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### 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 or this circular misleading.

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

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## APPENDIX I                      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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*The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.*

Save as disclosed herein, none of the following Directors holds any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Save as disclosed herein, the following Directors are not otherwise related to any Directors, senior management, Substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

In addition, save as disclosed herein, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

### EXECUTIVE DIRECTORS

**Mr. FANG Tongshu (方桐舒)**, aged 39, is the co-founder of our Group. Mr. FANG currently serves as an executive Director and president of the intelligent business career group of our Company. Mr. FANG also serves as the senior vice president at Weimob Development since September 2014. Mr. FANG is mainly responsible for overall operation and management of the software business. Prior to joining our Group, from March 2006 to March 2007, Mr. FANG served as a general sales manager at Hotsales Software Technology Co., Ltd. (上海火速軟件技術有限公司). From April 2007 to March 2013, Mr. FANG served as a general sales and operations manager at Hotsales Network Technology Co., Ltd. (上海火速網絡科技有限公司).

Mr. FANG graduated from Nankai University (南開大學) with a major in business administration in June 2019.

Mr. FANG has entered into a service contract with the Company for an initial fixed term of three years commencing from June 29, 2021 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, which notice shall not expire until after the fixed term. He is also subject to rotation and re-election at least once every three years at the annual general meeting of the Company pursuant to the Articles of Association. Mr. FANG is entitled to receive a Director's salary of RMB618,000 per annum and a discretionary bonus. Mr. FANG's remuneration is determined by the Remuneration Committee with reference to his duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. FANG had an interest in long position of 411,834,000 Shares and short position of 66,000,000 Shares within the meaning of Part XV of the Securities and Future Ordinance.

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## APPENDIX I                      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Mr. YOU Fengchun (游鳳椿)**, aged 35, is the co-founder of our Group. Mr. YOU currently serves as an executive Director, President and president of intelligent marketing career group of our Company. Mr. YOU also serves as the senior vice president at Weimob Development since December 2015. Mr. YOU is mainly responsible for overall planning and operation of the targeted marketing business. Prior to joining our Group, Mr. YOU was mainly engaged in early investment and personal entrepreneurship projects.

Mr. YOU attended a senior executive development program in business management at Shanghai Jiao Tong University (上海交通大學) from November 2015 to March 2016.

Mr. YOU has entered into a service contract with the Company for an initial fixed term of three years commencing from June 29, 2021 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, which notice shall not expire until after the fixed term. He is also subject to rotation and re-election at least once every three years at the annual general meeting of the Company pursuant to the Articles of Association. Mr. YOU is entitled to receive a Director's salary of RMB668,000 per annum and a discretionary bonus. Mr. YOU's remuneration is determined by the Remuneration Committee with reference to his duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. YOU had an interest in long position of 411,834,000 Shares and short position of 66,000,000 Shares within the meaning of Part XV of the Securities and Future Ordinance.

**Mr. GUO Junxian (郭駿弦)**, aged 40, is an executive Director of our Company.

Mr. GUO joined Weimob in December 2021 and currently serves as the chief commercial officer of the Company and the CEO of Weimob Enterprise Service Inc. He is mainly responsible for the business operation management of Weimob Enterprise Service Inc. Before joining the Company, Mr. GUO worked at Google from September 2006 to September 2012 as a general manager of small and medium-sized customer marketing in the Asia Pacific region; worked at Facebook Inc. (currently known as Meta Platforms, Inc., a company listed on NASDAQ, symbol: META) from October 2012 to July 2015 as a general manager of small and medium-sized customers in Greater China and Southeast Asia; worked at Tencent (a company listed on the Stock Exchange, stock code: 700) from August 2015 to November 2021 as a general manager of regional and industry business. Mr. GUO is deeply involved in the development of the Internet industry, has rich experience in business operations and marketing management, and continues to focus on technology-driven enterprise business transformation and upgrading.

Mr. GUO graduated from Renmin University of China with a bachelor's degree in Business Studies in July 2006.

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## APPENDIX I                      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Mr. GUO has entered into a letter of appointment with the Company for an initial term of three years commencing from January 16, 2024, subject to termination in certain circumstances as stipulated in the letter of appointment and retirement provisions as stipulated under the Articles of Association and the Listing Rules from time to time. Currently, Mr. GUO is not entitled to receive any Director's emoluments from the Company.

As at the Latest Practicable Date, Mr. GUO had an interest of long position of 2,100,000 underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance.

### INDEPENDENT NON-EXECUTIVE DIRECTOR

**Dr. LI Xufu** (李緒富), aged 57, is an independent non-executive Director of our Company. Dr. LI was formerly known as LI Xufu (李緒付). Dr. LI has 24 years of experience in the securities and investment industry.

After Dr. LI obtained his master's degree, he started his career as a senior manager of the investment banking department at Guotai Junan Securities Co., Ltd., until 1996 when he later joined China Southern Securities Co., Ltd. (南方證券股份有限公司) as a general manager of the investment banking department (Shanghai). In 2004, Dr. LI served as the general manager of corporate finance department at Changjiang BNP Paribas Peregrine Securities Co., Ltd, and later in 2006, Dr. LI served as a director at BNP Paribas Capital (Asia Pacific) Limited (法國巴黎融資(亞太)有限公司). From December 2007 to August 2009, Dr. LI was a partner of Bull Consultants Limited. From September 2009 to June 2018, Dr. LI was the executive partner and managing partner in Bull Capital Partners (Hong Kong) Limited. From January 2009 to May 2014, he served as a non-executive director at JD.com, Inc. (京東集團), a company listed on the Nasdaq Stock Exchange (stock code: JD) and the Stock Exchange (stock code: 9618). From March 2008 to March 2014, he also served as an independent director at Gemdale Holdings Co., Ltd. (金地集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600383). Dr. LI currently serves as a managing partner of Ningbo Xinli Equity Investment Management Partnership (Limited Partnership) (寧波新犁股權投資管理合夥企業(有限合夥)), formerly known as Ningbo Bull Equity Investment Management Partnership (Limited Partnership) (寧波雄牛股權投資管理合夥企業(有限合夥)).

Dr. LI obtained his bachelor's degree in German from Shanghai International Studies University (上海外國語大學) in July 1988. He obtained his master's degree in world economics from Fudan University (復旦大學) in July 1994 and his doctorate degree in international finance from Fudan University in June 2003. Dr. LI is currently a visiting professor in the department of economics at Fudan University.

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**APPENDIX I                      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION**

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Dr. LI has entered into a letter of appointment with the Company for an initial fixed term of three years commencing from the Listing Date and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, which notice shall not expire until after the fixed term. He is also subject to rotation and re-election at least once every three years at the annual general meeting of the Company pursuant to the Articles of Association. Dr. LI is entitled to Director's fee of RMB270,000 per annum. Dr. LI's remuneration is determined by the Remuneration Committee with reference to his duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Dr. LI had no interest in the Shares within the meaning of Part XV of the Securities and Future Ordinance.

*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Buy-back Mandate.*

## **SHARE CAPITAL**

As at the Latest Practicable Date, the number of issued Shares was 2,794,594,990 of nominal value of US\$0.0001 each which have been fully paid. Subject to the passing of the resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or purchased before the Annual General Meeting, the Company would be allowed to purchase a maximum of 279,459,499 Shares which represent 10% of the issued Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company, unless otherwise renewed by an ordinary resolution of the Shareholders in a general meeting, either unconditionally or subject to conditions; or (ii) the expiration of the period within which the Company's next annual general meeting is required by the Articles of Association or any other applicable law of the Cayman Islands to be held; or (iii) the date on which it is varied or revoked by an ordinary resolution of the Shareholders in a general meeting.

## **REASONS FOR AND FUNDING OF PURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable them to purchase Shares in the market. Such purchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where the Directors believe that such purchases will benefit the Company and the Shareholders as a whole.

In purchasing Shares, the Company must only apply funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

The Directors have no present intention to purchase any Shares and they would only exercise the power to purchase in circumstances where they consider that the purchase would be in the best interests of the Company. The Directors believe that if the Buy-back Mandate is exercised in full, it may not have a material adverse impact on the working capital and gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at December 31, 2023, being the date to which the latest published audited consolidated financial statements of the Company were made up. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as it would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**GENERAL**

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention if the Buy-back Mandate is approved by the Shareholders, to sell any Shares to the Company.

The Directors will exercise the Buy-back Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws and regulations of the Cayman Islands.

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Buy-back Mandate is approved by the Shareholders.

Neither this explanatory statement or the proposed Buy-back Mandate has any unusual features.

**TAKEOVERS CODE**

If as a result of a purchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for purposes of Rule 32 the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the interest of the Shareholders, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any purchase of Shares pursuant to the Buy-back Mandate.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following Substantial Shareholders were interested in 10% or more of the number of issued Shares:

<b>Name of Substantial Shareholder</b>	<b>Number of Shares held<sup>(1)</sup></b>	<b>Percentage of total number of Shares<sup>(1)</sup></b>	<b>Percentage of total number of Shares (assuming the Buy-back Mandate is exercised in full)<sup>(1)</sup></b>
Mr. SUN Taoyong	411,834,000(L)	14.74%(L)	16.37%(L)
("Mr. SUN") <sup>(2)(3)</sup>	66,000,000(S)	2.36%(S)	2.62%(S)
Mr. FANG Tongshu	411,834,000(L)	14.74%(L)	16.37%(L)
("Mr. FANG") <sup>(3)(4)</sup>	66,000,000(S)	2.36%(S)	2.62%(S)

Name of Substantial Shareholder	Number of Shares held <sup>(1)</sup>	Percentage of total number of Shares <sup>(1)</sup>	Percentage of total number of Shares (assuming the Buy-back Mandate is exercised in full) <sup>(1)</sup>
Mr. YOU Fengchun (“Mr. YOU”) <sup>(3)(5)</sup>	411,834,000(L) 66,000,000(S)	14.74%(L) 2.36%(S)	16.37%(L) 2.62%(S)
Cantrust (Far East) Limited	321,145,000(L) 21,000,000(S)	11.49%(L) 0.75%(S)	12.77%(L) 0.83%(S)
Youmi Investment Limited	321,145,000(L) 21,000,000(S)	11.49%(L) 0.75%(S)	12.77%(L) 0.83%(S)
Yomi.sun Holding Limited (“Sun SPV”)	321,145,000(L) 21,000,000(S)	11.49%(L) 0.75%(S)	12.77%(L) 0.83%(S)

*Notes:*

- (1) The letters “L” and “S” denote the person’s long position and short position in such Shares respectively.
- (2) Mr. SUN’s interest in the Company is indirectly held through Sun SPV. Sun SPV 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 as the settlor, appointor and investment manager. Cantrust (Far East) Limited is the trustee of the Youmi Trust, and Mr. SUN and his family members are the beneficiaries of the Youmi Trust. Mr. SUN is also a director of Sun SPV. As such, each of Mr. SUN, Cantrust (Far East) Limited and Youmi Investment Limited is deemed to be interested in the Shares held by Sun SPV.
- (3) Mr. SUN, Mr. FANG and Mr. YOU are parties acting in concert. As such, each of Mr. SUN, Mr. FANG and Mr. YOU is deemed to be interested in the Shares held by others.
- (4) Jeff.Fang Holding Limited (“Fang SPV”) is wholly-owned by Mr. FANG. Under the Securities and Futures Ordinance, Mr. FANG is deemed to be interested in the Shares held by Fang SPV.
- (5) Mr. YOU’s interest in the Company is indirectly held through Alter.You Holding Limited (“You SPV”). You SPV is a company incorporated in the British Virgin Islands, and is wholly-owned by Fount Investment Limited. Fount Investment Limited is beneficially owned by the Fount Trust, which was established by Mr. YOU as the settlor, appointor and investment manager. Infiniti Trust (Asia) Limited is the trustee of the Fount Trust, and Mr. YOU and his family members are the beneficiaries of the Fount Trust. Mr. YOU is also a director of You SPV. As such, each of Mr. YOU, Infiniti Trust (Asia) Limited and Fount Investment Limited is deemed to be interested in the Shares held by You SPV.

In the event that the Directors exercise the proposed Buy-back Mandate in full, the interests of the Substantial Shareholders in the Company will be increased to approximately the percentages as set out in the table above. The Directors believe that such increases would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to purchase the Shares to the extent that will trigger the obligations under the Takeovers Code for the Substantial Shareholders to make a mandatory offer. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

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

#### SHARE PURCHASE MADE BY THE COMPANY

No purchases of Shares have been made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

#### SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during the 12 months preceding the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest prices</b> <i>HK\$</i>	<b>Lowest prices</b> <i>HK\$</i>
<b>2023</b>		
April	4.91	3.78
May	4.30	3.53
June	4.50	3.58
July	4.30	3.53
August	4.33	3.70
September	4.25	3.23
October	3.60	3.01
November	3.87	3.01
December	3.38	2.60
<b>2024</b>		
January	2.93	1.70
February	2.23	1.60
March	2.31	1.88
April (up to the Latest Practicable Date)	1.96	1.34

**APPENDIX III                      PROPOSED AMENDMENTS TO MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

*Details of the Proposed Amendments are as follows:*

Currently in force		Proposed to be amended as	
Article No.	Articles of Association	Article No.	Articles of Association
2.2	In these Articles, unless there be something in the subject or context inconsistent therewith:  ...	2.2	In these Articles, unless there be something in the subject or context inconsistent therewith:  ...  <u>“Corporate Communication” has the same meaning as in the Listing Rules.</u>  ...
6.5	In addition to the giving of notice in accordance with Article 6.3, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.	<del>6.5</del>	<del>In addition to the giving of notice in accordance with Article 6.3, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.</del>
9.1	If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time during such time as any part thereof remains unpaid, without prejudice to the provisions of Article 6.10, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.	9.1	If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time during such time as any part thereof remains unpaid, without prejudice to the provisions of Article <del>6.10</del> <u>6.9</u> , serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.

**APPENDIX III                      PROPOSED AMENDMENTS TO MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

Currently in force		Proposed to be amended as	
Article No.	Articles of Association	Article No.	Articles of Association
30.1	<p>Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>	30.1	<p>Except as otherwise provided in these Articles, any notice or document, <u>including any Corporate Communication</u>, may be served by the Company <del>and any notices may be served by the Board</del> on any member <del>either personally or by</del> <u>in any of the following manner to the extent permitted by, and in compliance with the requirements, of the Listing Rules:</u></p> <p>(a) <u>personally by leaving it at the registered address of such member as appearing in the register of members;</u></p> <p>(b) <u>by sending it through the post in a prepaid letter addressed to such member at <del>his</del>their registered address as appearing in the register or, to the extent permitted of members (which shall be sent by airmail where the notice or document is posted from one country to another);</u></p>

**APPENDIX III                      PROPOSED AMENDMENTS TO MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

Currently in force		Proposed to be amended as	
Article No.	Articles of Association	Article No.	Articles of Association
			<p><del>(c) by the Listing Rules and all applicable laws and regulations, by making it available using electronic means by including transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or;</del></p> <p><u>(d) by placing it on the Company's Website and/or the Exchange's website; or</u></p> <p><u>(e) (in the case of notice) by advertisement published in the manner prescribed underin the Listing Rules.</u></p> <p>In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>

**APPENDIX III                      PROPOSED AMENDMENTS TO MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

Currently in force		Proposed to be amended as	
Article No.	Articles of Association	Article No.	Articles of Association
30.4	<p>A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</p>	30.4	<p><del>A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</del></p>

**APPENDIX III                      PROPOSED AMENDMENTS TO MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

Currently in force		Proposed to be amended as	
Article No.	Articles of Association	Article No.	Articles of Association
30.5	Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.	<u>30.4</u>	<p><u>Any notice or document, including any Corporate Communication:</u></p> <p>(a) <u>delivered personally or left at a registered address otherwise than by post shall be deemed to have been served on the day it was so delivered or left;</u></p> <p>(b) <del>Any notice or document</del> sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;</p> <p>(c) <u>given by electronic means as provided in the Articles shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;</u></p>

**APPENDIX III                      PROPOSED AMENDMENTS TO MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

Currently in force		Proposed to be amended as	
Article No.	Articles of Association	Article No.	Articles of Association
			<p><u>(d) served by being placed on the Company’s Website or the Exchange’s website shall be deemed to be served at such time as it is published on the Company’s Website and/or the Exchange’s website (and if published on multiple websites, the earlier publication time) or such other time as may be prescribed by the Listing Rules; and</u></p> <p><u>(e) served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspapers in which the advertisement is published (or on the last day of issue if the publication and/or newspapers are published on different dates).</u></p>
30.6	Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.	30.6	<del>Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.</del>
30.7	Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).	30.7	<del>Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</del>
–	–	<u>Annex</u>	<u>The financial year of the Company shall end on 31<sup>st</sup> December in each year.</u>

*Note 1:* The adjustments to the numbering and references to the numbering of articles above due to provisions added into or removed from the Memorandum and Articles of Association are not separately reflected in the tables above.

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## NOTICE OF ANNUAL GENERAL MEETING

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**WEIMOB INC.**

**微盟集團\***

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

**(Stock code: 2013)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Weimob Inc. (the “**Company**”) will be held at the conference room of the Company, 14/F, Weimob Building, No. 258, Changjiang Road, Baoshan District, Shanghai, PRC on May 10, 2024 at 2:00 p.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended December 31, 2023.
2. (A) To re-elect the following directors of the Company (the “**Directors**”):
  - (i) to re-elect Mr. FANG Tongshu as an executive Director;
  - (ii) to re-elect Mr. YOU Fengchun as an executive Director;
  - (iii) to re-elect Mr. GUO Junxian as an executive Director;
  - (iv) to re-elect Dr. LI Xufu as an independent non-executive Director.
- (B) To authorise the board of Directors of the Company (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the Board to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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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;
- (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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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) 20% 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

(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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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(B) **“That:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to purchase 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 which is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the **“Listing Rules”**), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of the Shares to be purchased pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the number of issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) 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
- (c) 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.”

- (C) **“That** conditional upon the resolutions numbered 4(A) and 4(B) set out in this notice being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with new Shares and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 4(A) set out in this notice be and is hereby extended by the addition to the number of the issued Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the number of the issued Shares purchased by the Company under the authority granted pursuant to resolution numbered 4(B) set out in this notice, provided that such extended amount shall represent up to 10% of the number of issued Shares as at the date of passing of this resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTION

5. “That:

- (i) the proposed amendments to the existing memorandum and articles of association of the Company as set out in the circular of the Company dated April 18, 2024 be and are hereby approved;
- (ii) the second amended and restated memorandum and articles of association of the Company reflecting such amendments, in the form tabled at the Annual General Meeting, marked “A” and for the purpose of identification signed by a Director, be approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect; and
- (iii) any Director or officer of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the proposed amendments and the adoption of the second amended and restated memorandum and articles of association of the Company, including without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

By order of the Board  
**Weimob Inc.**  
**SUN Taoyong**  
*Chairman of the Board*

Hong Kong, April 18, 2024

*Registered office:*  
P.O. Box 309, Uglan 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

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (i) Resolution numbered 4(C) will be proposed to the shareholders for approval provided that resolutions numbered 4(A) and 4(B) are passed by the shareholders of the Company.
- (ii) The register of members of the Company will be closed from May 7, 2024 to May 10, 2024, both dates inclusive, during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the annual general meeting, 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 May 6, 2024.
- (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) 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 annual general meeting (i.e. before 2:00 p.m. on May 8, 2024) or any adjourned meeting.
- (v) In respect of resolutions numbered 2 above, Mr. FANG Tongshu, Mr. YOU Fengchun, Mr. GUO Junxian and Dr. LI Xufu shall hold office until the meeting and being eligible, offered themselves for re-election at the above meeting. Details of the above Directors are set out in Appendix I to the circular dated April 18, 2024.
- (vi) In respect of the resolution numbered 4(A) above, the Directors wish to state that they have no immediate plans to issue any new Shares referred therein. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (vii) In respect of resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to purchase Shares in circumstances which they deem appropriate and for the benefits of the Shareholders. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the purchase by the Company of its own Shares, as required by the Listing Rules, is set out in Appendix II to the circular dated April 18, 2024.
- (viii) In respect of the resolution numbered 5 above, details of the proposed amendments to the memorandum and articles of association of the Company are set out in Appendix III to the circular dated April 18, 2024.
- (ix) The resolutions set out above will be determined by way of poll.

\* *For identification purpose only*