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

If you have sold or transferred all your shares in Mobvoi Inc., you should at once hand this circular and the accompanying form of proxy 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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Mobvoi Inc.
出門問問有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2438)

**(1) PROPOSED GRANTING OF
GENERAL MANDATE TO ISSUE SHARES;
(2) PROPOSED GRANTING OF
GENERAL MANDATE TO REPURCHASE SHARES;
(3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(4) PROPOSED RE-APPOINTMENT OF AUDITOR;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“AGM”) of Mobvoi Inc. to be held at Crowne Plaza Beijing Sun Palace, Yunnan Dasha, No. 12 Qisheng Middle Street, Chaoyang District, Beijing, PRC on Friday, June 28, 2024 at 10:30 a.m. is set out on pages 18 to 23 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.chumenwenwen.com).

Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. not later than 10:30 a.m. on June 26, 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 and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

June 7, 2024

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Crowne Plaza Beijing Sun Palace, Yunnan Dasha, No. 12 Qisheng Middle Street, Chaoyang District, Beijing, PRC on Friday, June 28, 2024 at 10:30 a.m., or any adjournment thereof and notice of which is set out on pages 18 to 23 of this circular
“Articles of Association”	the amended and restated articles of association of the Company adopted on March 30, 2024 with effect from April 24, 2024, as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Mobvoi Inc. (出門問問有限公司), an exempted company with limited liability incorporated in the Cayman Islands on August 31, 2012, the Shares of which were listed on the Main Board of the Stock Exchange (stock code: 2438)
“Director(s)”	the director(s) of the Company
“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

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and/or deal with (including any sale or transfer of treasury shares out of treasury) the Shares not exceeding 20% of the total number of issued Shares (excluding any treasury shares) as at the date of passing of the relevant resolution granting the Issue Mandate
“Latest Practicable Date”	May 31, 2024, being the latest practicable date prior to the publication of this circular for ascertaining certain information herein
“Listing Date”	April 24, 2024, 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, as amended and supplemented from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC” or “China”	the People’s Republic of China, except where the context requires otherwise, excluding Hong Kong, Macau and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the total number of the issued Shares (excluding any treasury shares) as at the date of passing of the relevant resolution granting such mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) of nominal value of US\$0.0000479889 each in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“treasury shares”	has the meaning ascribed to it under the Listing Rules which will come into effect on June 11, 2024, as amended and supplemented from time to time
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD



Mobvoi Inc.
出門問問有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2438)

Executive Directors:

Dr. Li Zhifei (*Chairman and
Chief Executive Officer*)

Ms. Li Yuanyuyan (*Chief Operating Officer*)

Independent Non-executive Directors:

Mr. Chen Yilyu

Prof. Lu Yuanzhu

Mr. Yang Zhe

Registered Office:

Floor 4

Willow House

Cricket Square, Grand Cayman

KY1-9010, Cayman Islands

Headquarters in the PRC:

10/F, Block D11

Hongfeng Science and Technology Park

Economics and Technology Development Zone

Nanjing

PRC

Principal Place of Business

in Hong Kong:

4/F, Jardine House

1 Connaught Place

Central

Hong Kong

June 7, 2024

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED GRANTING OF GENERAL MANDATE TO
ISSUE SHARES;**
**(2) PROPOSED GRANTING OF GENERAL MANDATE TO
REPURCHASE SHARES;**
(3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(4) PROPOSED RE-APPOINTMENT OF AUDITOR;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with the information regarding the resolutions to be proposed at the AGM relating to (a) the granting of a general mandate to issue Shares; (b) the granting of a general mandate to repurchase Shares; (c) the proposed re-election of the retiring Directors; (d) the re-appointment of auditor; and (e) giving the Shareholders notice of the AGM.

2. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE NEW 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 (including any sale or transfer of treasury shares out of treasury), approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the Issue Mandate to issue Shares. At the AGM, an ordinary resolution numbered 4(A) will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and/or deal with the additional Shares (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the total number of issued Shares (excluding any treasury shares) as at the date of passing of the resolution in relation to the Issue Mandate, assuming that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of AGM.

As at the Latest Practicable Date, the number of issued Shares of the Company was 1,501,920,482. Subject to the passing of the ordinary resolution numbered 4(A) set out in the notice of the AGM and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to issue (including any sale or transfer of treasury Shares out of treasury) a maximum of 300,384,096 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 4(C), the number of Shares purchased by the Company under the ordinary resolution numbered 4(B) will be added to extend the Issue Mandate as mentioned in the ordinary resolution numbered 4(A) provided that such additional value shall not exceed 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing the resolution in relation to the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any new Shares (including to sell or transfer any treasury Shares out of treasury) pursuant to the Issue Mandate.

The Issue Mandate will expire at the earliest of: (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law(s) of the

LETTER FROM THE BOARD

Cayman Islands to be held; or (iii) the date upon which the authority given under the ordinary resolution approving the Issue Mandate is revoked, varied or renewed by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the AGM to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the total number of issued Shares (excluding any treasury shares) as at the date of passing of the resolution in relation to the Repurchase Mandate.

As at the Latest Practicable Date, the number of issued Shares of the Company was 1,501,920,482. Subject to the passing of the ordinary resolution numbered 4(B) set out in the notice of the AGM and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to repurchase a maximum of 150,192,048 Shares.

The Board notes that with effect from 11 June 2024, the Listing Rules will be amended to introduce flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the resale of treasury shares. Subsequent to 11 June 2024, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution numbered 4(A) of the notice of the AGM and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

With reference to the Repurchase Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares pursuant thereto.

Under the Listing Rules, the Company is required to give the Shareholders an explanatory statement containing all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate. The explanatory statement required by the Listing Rules is set out in Appendix I to this circular.

The Repurchase Mandate will expire at the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law(s)

LETTER FROM THE BOARD

of the Cayman Islands to be held; and (iii) the date on which the authority given under the ordinary resolution approving the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

4. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises five Directors, of which Dr. Li Zhifei and Ms. Li Yuanyuan are executive Directors; and Mr. Chen Yilyu, Prof. Lu Yuanzhu and Mr. Yang Zhe are independent non-executive Directors.

Pursuant to Article 16.18 of the Articles of 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. A retiring Director shall retain office until the close of the meeting at which he/she retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors. Accordingly, all Directors above are eligible and willing to offer themselves for re-election at the AGM.

The Nomination Committee has assessed and reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy. The Nomination Committee has recommended to the Board on re-election of all the above-mentioned Directors. On the re-appointment of, Mr. Chen Yilyu, Prof. Lu Yuanzhu and Mr. Yang Zhe, the Nomination Committee considered, and the Board shared the same views, that at all times during their period of directorship with the Company, they have properly discharged their duties and responsibilities and have made positive contribution to the development to the Company through independent, constructive and informed comments and participation at the business and other affairs relating to the Group. In this regard, the Board is of the view that, the re-election and continued appointment of Mr. Chen Yilyu, Prof. Lu Yuanzhu and Mr. Yang Zhe will allow the Board as well as the Company to continuously benefit from the sharing of their invaluable experience, contribution and participation.

Details of the above retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

LETTER FROM THE BOARD

5. PROPOSED RE-APPOINTMENT OF AUDITOR

Following the recommendation of the Audit Committee, the Board proposed to re-appoint KPMG as the auditor of the Company with a term expiring upon the next annual general meeting of the Company; and the Board proposed it be authorized to fix the remuneration of the auditor. An ordinary resolution in respect of the re-appointment of the auditor of the Company will be proposed at the AGM for consideration and approval by the Shareholders.

6. NOTICE OF ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 18 to 23 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Issue Mandate, the granting of the Repurchase Mandate, the re-election of the retiring Directors and the re-appointment of the auditor of the Company.

7. FORM OF PROXY

A form of proxy is enclosed for use at the AGM. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.chumenwenwen.com). Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time fixed for holding the AGM (i.e. not later than 10:30 a.m. on June 26, 2024) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude Shareholders from attending and voting in person at the AGM (or any adjournment thereof) if they so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

8. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and article 13.5 of the Articles of Association, any resolution put to the vote of the meeting shall be decided on a poll save that the chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of the AGM 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 credited as fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way.

LETTER FROM THE BOARD

9. CLOSURE OF REGISTER OF MEMBERS

For determining the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, June 25, 2024 to Friday, June 28, 2024, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged for registration with Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, June 24, 2024.

10. 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.

11. RECOMMENDATION

The Directors consider that the proposed resolutions as set out in the notice of the AGM 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 the resolutions to be proposed at the AGM.

Yours faithfully,

For and on behalf of the Board

Mobvoi Inc.

Dr. Li Zhifei

Chairman, Executive Director and Chief Executive Officer

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares was 1,501,920,482 Shares.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 150,192,048 Shares, representing 10% of the total number of issued Shares as at the date of passing of the relevant resolution.

2. REASONS FOR SHARE REPURCHASE

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

3. FUNDING OF SHARE REPURCHASE

Share repurchase must be funded out of funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands, being profits of the Company or out of the proceeds of a new issue of the Shares made for the purpose of the repurchase, or, if authorised by the Articles of Association and subject to the Companies Act, out of capital of the Company, and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company before or at the time the Shares are repurchased in the manner provided for in the Companies Act.

4. IMPACT OF SHARE REPURCHASE

The Directors believe that if the Repurchase Mandate is exercised in full, it may have a material adverse impact on the working capital or gearing position of the Company (as compared with the Company's latest published audited consolidated financial statements for the year ended December 31, 2023 contained in the prospectus of the Company). However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital and/or the gearing position of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company

5. 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 Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands. In addition, the Directors confirm that, to the best of their knowledge and belief, the proposed Repurchase Mandate to be granted to the Board contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the proposed share repurchase has any unusual features.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares, which may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

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 Repurchase Mandate is approved by the Shareholders.

6. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the 6 months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

7. SHARE PRICES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during the period from April 24, 2024 (the date of listing of the Shares on the Stock Exchange) up to and including the Latest Practicable Date were as follows:

Month	Highest prices <i>HK\$</i>	Lowest prices <i>HK\$</i>
2024		
April (<i>since the Listing Date</i>)	3.99	2.98
May (<i>up to and including the Latest Practicable Date</i>)	4.38	3.45

8. TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, 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 the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

To the best knowledge of the Company, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the proposed Repurchase Mandate of the Company.

In addition, the Directors do not propose to repurchase Shares which would result in less than the relevant prescribed minimum percentage of Shares in public hands as required by the Stock Exchange.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed to be re-elected at the AGM:

As at the Latest Practicable Date, none of the following Directors, save as disclosed herein, (i) had any interest in Shares within the meaning of Part XV of the SFO; (ii) held 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; and (iii) were related to any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

As at the Latest Practicable Date, save as disclosed herein, there was no other matter in relation to the following Directors that needed to be brought to the attention of the Shareholders and there was no other information relating to the above Directors which was required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Executive Directors

Dr. Li Zhifei (李志飛), aged 47, is our founder, Chairman of our Board, executive Director and chief executive officer of our Company. Dr. Li served as a director and chief executive officer of our Company since August 2012 and was re-designated as our executive Director in May 2023. He is primarily responsible for overseeing the overall management and business operation, board affairs, formulating strategies and operation plans particularly on AI research and development, making major business decisions of our Group.

Dr. Li has over 13 years of experience in AI industry. Prior to starting our Group, Dr. Li served as a research scientist of Google Inc. (now known as Google LLC) from May 2010 to August 2012, where his primary responsibility was working on research and development of algorithms for its language translation model.

Dr. Li obtained a bachelor's degree in Thermal Engineering from Nanjing University of Science and Technology (南京理工大學) in Nanjing, China in July 1999, a master's degree in Computer Application Technology from Nanjing University of Aeronautics and Astronautics (南京航空航天大學) in Nanjing, China in April 2002, a PhD degree in Computer Science from Nanyang Technological University (南洋理工大學) in Singapore in July 2005 and a PhD degree in Computer Science from Johns Hopkins University (約翰霍普金斯大學) in the United States in May 2010.

Dr. Li has entered into a service contract with the Company with an initial term of three years, commencing from April 24, 2024, which will be terminated by not less than three months' prior notice in writing. Dr. Li did not receive any Director's fee in cash, except the Company may

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

grant Dr. Li the share options and/or award shares pursuant to the terms and conditions of the share schemes adopted by the Company from time to time. Dr. Li is also entitled to discretionary bonus, as determined by the Board and the Remuneration Committee, with reference to his qualifications, duties and responsibilities with the Group's business, the Company's performance and the prevailing market condition.

As at the Latest Practicable Date, Dr. Li was deemed interested in 490,378,335 Shares, representing approximately 32.65% of the total number of issued Shares within the meaning of Part XV of the SFO.

Ms. Li Yuanyuan (李媛媛), aged 40, is our co-founder, executive Director and chief operating officer. Ms. Li served as a director of our Company since February 2013 and was re-designated as an executive Director in May 2023. She is primarily responsible for overseeing the overall management and business operation, board affairs, formulating strategies and operation plans particularly on sales, marketing and business development, making major business decisions of our Group.

Ms. Li has over 14 years of experience in software development industry. Prior to joining our Group, Ms. Li has taken up various positions in MicroStrategy Services, Corp. with her last position as a senior product support manager from July 2008 to October 2012.

Ms. Li obtained a bachelor's degree in Software Engineering from Wuhan University (武漢大學) in Wuhan, China in June 2006 and a master's degree in Information Management from University of Maryland (馬里蘭大學) in the United States in May 2008.

Ms. Li has entered into a service contract with the Company with an initial term of three years, commencing from April 24, 2024, which will be terminated by not less than three months' prior notice in writing. Ms. Li did not receive any Director's fee in cash, except the Company may grant Ms. Li the share options and/or award shares pursuant to the terms and conditions of the share schemes adopted by the Company from time to time. Ms. Li is also entitled to discretionary bonus, as determined by the Board and the Remuneration Committee, with reference to her qualifications, duties and responsibilities with the Group's business, the Company's performance and the prevailing market condition.

As at the Latest Practicable Date, Ms. Li was deemed interested in 490,378,335 Shares, representing approximately 32.65% of the total number of issued Shares within the meaning of Part XV of the SFO.

Independent non-executive Directors

Mr. Chen Yilyu (陳億律), aged 49, was appointed as our independent non-executive Director on May 17, 2023, with effect from the Listing Date. He is primarily responsible for providing independent judgment on our Group’s strategy, performance and standard of conduct.

Mr. Chen has over 26 years of experience in auditing, investment banking, venture capital and technology industry. In his various capacities, Mr. Chen served as an assistant audit manager at KPMG Huazhen LLP (畢馬威華振會計師事務所(特殊普通合夥)) from 1997 to 2000. From 2000 to 2014, Mr. Chen successively served as an assistant general manager of the investment banking division of Southern Securities Co., Ltd. (南方證券有限公司), a vice president of Changjiang BNP Paribas Peregrine Securities Co., Ltd. (長江巴黎百富勤証券有限公司) and an executive director of Goldman Sachs Gao Hua Securities Limited (高盛高華証券有限公司). From 2014 to 2016, Mr. Chen successively served as an executive director of Fosun Kinzon Capital (復星昆仲資本) and the chief financial officer of Jia.com (齊家網). In December 2016, Mr. Chen joined Rong360 Inc. as the chief financial officer and has been successively serving as the chief financial officer of Jianpu Technology Inc. (簡普科技公司) (“**Jianpu**”, stock code: OTC: AIJTY, a company spun off from Rong360 Inc.) since October 2017 and concurrently serving as a director of Jianpu Technology Inc. since May 2019, where he is primarily responsible for overseeing daily operations of the company and strategy, financial, legal and compliance, and internal control functions.

Mr. Chen obtained a bachelor’s degree in Business Management (International Accounting major) from Shanghai University of International Business and Economics (上海對外經貿大學) in Shanghai, China in July 1997.

As of the Latest Practicable Date, Mr. Chen is a non-practicing member of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會).

Mr. Chen had been named as one of the defendants in his capacity as the chief financial officer of Jianpu in a securities class action lawsuit filed in the U.S. District Court for the Southern District of New York (the “**U.S. Court**”) in 2021. The plaintiffs in the case alleged, in sum and substance, that certain of Jianpu’s quarterly reports and other public statements contained material misstatements and omissions in violation of the Securities Exchange Act of 1934, resulting in an overstatement of Jianpu’s revenue and costs and expenses for the fiscal years 2018 and 2019. In 2021, the plaintiffs filed a first amended class action complaint and in 2022, the U.S. Court granted Jianpu’s motion to dismiss the first amended complaint, with leave for the plaintiffs to amend. The motion-to-dismiss briefing on the second amended complaint was completed in April 2023 and in August 2023, the Court dismissed the second amended complaint with prejudice and denied leave to amend.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

As of the Latest Practicable Date, to our best knowledge, (a) there was no specific allegation raised against Mr. Chen individually; and (b) Mr. Chen had never been served in respect of the alleged class action.

Mr. Chen has signed a letter of appointment with the Company for an initial term of three years, commencing from April 24, 2024, which may be terminated by not less than three months' prior notice in writing. Mr. Chen shall be entitled to receive fixed Director's fee of RMB240,000 per annum with reference to his qualifications, duties and responsibilities with the Group's business, the Company's performance and the prevailing market condition.

As at the Latest Practicable Date, Mr. Chen did not have any interest in any Shares within the meaning of Part XV of the SFO.

Prof. Lu Yuanzhu (盧遠矚), aged 46, was appointed as our independent non-executive Director on May 23, 2023, with effect from the Listing Date. He is primarily responsible for providing independent judgment on our Group's strategy, performance and standard of conduct.

Prof. Lu has over 17 years of experience in the education industry. From September 2006 to July 2020, Prof. Lu successively served as an assistant professor, an associate professor and a professor of Central University of Finance and Economics (中央財經大學), where his research fields included economics and management. From August 2020 to February 2022, Prof. Lu served as a professor of Sun Yat-sen University (中山大學), where his research fields include economics and management. Prof. Lu has been serving as a professor at University of Science and Technology Beijing (北京科技大學) since March 2022, where his research fields include economics and management.

Prof. Lu has been an independent non-executive director of Beijing Global Safety Technology Co., Ltd (北京辰安科技股份有限公司) (stock code: 300523.SZ) and Beijing Tianyishangjia New Material Corp., Ltd (北京天宜上佳高新材料股份有限公司) (stock code: 688033.SH) since December 2018. Prof. Lu has previously served as an independent non-executive director of eFuture Holding Inc. (北京富基融通科技有限公司) (stock code: NASDAQ: EFUT) from March 2016 to January 2017 and an independent non-executive director of Guolian Securities Co., Ltd (國聯證券股份有限公司) (stock code: 601456.SH; 1456.HK) from March 2017 to October 2022.

Prof. Lu was selected into the New Century Excellent Talents Support Program by the Ministry of Education of the PRC in December 2011. In January 2015, Prof. Lu was awarded with the third prize of the Young Teacher Award for Higher Institutions by the Huo Yingdong Education Foundation (霍英東教育基金會). In September 2017, Prof. Lu was named as an Outstanding Teacher of Beijing by the Beijing Municipal Education Commission (北京市教育委員會).

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Prof. Lu obtained a dual bachelor's degree in Applied Chemistry and Economics from Peking University in Beijing, China in July 1999, a master's degree in Industrial Economics from Peking University in Beijing, China in July 2002, and a PhD degree in Economics from National University of Singapore (新加坡國立大學) in Singapore in April 2007.

Prof. Lu has signed a letter of appointment with the Company for an initial term of three years, commencing from April 24, 2024, which may be terminated by not less than three months' prior notice in writing. Prof. Lu shall be entitled to receive fixed Director's fee of RMB240,000 per annum with reference to his qualifications, duties and responsibilities with the Group's business, the Company's performance and the prevailing market condition.

As at the Latest Practicable Date, Prof. Lu did not have any interest in any Shares within the meaning of Part XV of the SFO.

Mr. Yang Zhe (楊喆), aged 40, was appointed as our independent non-executive Director on March 30, 2024, with effect from the Listing Date. He is primarily responsible for providing independent judgment on our Group's strategy, performance and standard of conduct.

Mr. Yang has nearly 18 years of experience in financial industry. Mr. Yang consecutively served as a rotational intern, an assistant manager of the operation management department, an assistant manager and manager of the investor relations department at the head office of Bank of China (中國銀行) (stock code: 601988; SH: 3988.HK) from June 2006 to April 2016. Since April 2016, Mr. Yang has been serving as a manager of research of a subsidiary insurance company of Bank of China (中國銀行).

Mr. Yang obtained a double bachelor degree in Literature and Economics from Beijing Foreign Studies University (北京外國語大學) in Beijing, China in July 2006, a master's degree in Economics from Renmin University of China (中國人民大學) in Beijing, China in January 2013, a master's degree in Business Administration from Chinese University of Hong Kong in Hong Kong in November 2017.

Mr. Yang has signed a letter of appointment with the Company for an initial term of three years, commencing from April 24, 2024, which may be terminated by not less than three months' prior notice in writing. Mr. Yang shall be entitled to receive fixed Director's fee of RMB240,000 per annum with reference to his qualifications, duties and responsibilities with the Group's business, the Company's performance and the prevailing market condition.

As at the Latest Practicable Date, Mr. Yang did not have any interest in any Shares within the meaning of Part XV of the SFO.

NOTICE OF THE AGM



Mobvoi Inc.
出門問問有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2438)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**AGM**”) of Mobvoi Inc. (the “**Company**”) will be held at Crowne Plaza Beijing Sun Palace, Yunnan Dasha, No. 12 Qisheng Middle Street, Chaoyang District, Beijing, PRC on Friday, June 28, 2024 at 10:30 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company as of and for the year ended December 31, 2023 as disclosed in the prospectus of the Company dated April 16, 2024.
2. (a) To re-elect the following retiring directors (the “**Director(s)**”):
 - (i) Dr. Li Zhifei as an executive Director;
 - (ii) Ms. Li Yuanyuan as an executive Director;
 - (iii) Mr. Chen Yilyu as an independent non-executive Director;
 - (iv) Prof. Lu Yuanzhu as an independent non-executive Director; and
 - (v) Mr. Yang Zhe as an independent non-executive Director.
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint KPMG as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration for the year ending December 31, 2024.

NOTICE OF THE AGM

4. To consider and, if thought fit, pass with or without modification 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 (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong (the “**Stock Exchange**”) coming into effect on June 11, 2024) out of treasury) 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 of the Company) 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, options and awards, 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) any issue of shares under any share 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;

NOTICE OF THE AGM

- (3) any scrip dividend or similar arrangement providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or
 - (4) any issue of shares of the Company 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 of the Company, shall not exceed the aggregate of:
 - (a) 20% of the total number of issued shares of the Company (excluding any treasury 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 of the Company repurchased by the Company subsequent to the passing of resolution numbered 4(B) (up to a maximum equivalent to 10% of the total number of issued shares of the Company (excluding any treasury 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 expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable laws or the memorandum and articles of association of the Company; or
 - (3) it is varied or revoked by an ordinary resolution of our Shareholders at a general meeting; and

NOTICE OF THE AGM

- (b) **“Rights Issue”** means an offer of shares of the Company or an issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (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).”

Any reference to an allotment, issue, grant, offer or disposal of shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.

(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 repurchase shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company 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 Listing Rules, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of the shares to be repurchased pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution, and the said approval shall be limited accordingly;

NOTICE OF THE AGM

(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 expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable laws or the memorandum and articles of association of the Company; or
- (c) it is varied or revoked by an ordinary resolution of our Shareholders at a general meeting.”

(C) “**That** conditional upon the resolutions numbered 4(A) and 4(B) set out in this notice being passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with new shares of the Company (including any sale or transfer of treasury shares out of treasury) 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 of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the number of the issued shares of the Company repurchased 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 total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution.”

By Order of the Board

Mobvoi Inc.

Dr. Li Zhifei

Chairman, Executive Director and Chief Executive Officer

Hong Kong, June 7, 2024

NOTICE OF THE AGM

Registered Office:

Floor 4
Willow House
Cricket Square, Grand Cayman
KY1-9010, Cayman Islands

Headquarters in the PRC:

10/F, Block D11
Hongfeng Science and Technology Park
Economics and Technology Development Zone
Nanjing
PRC

Principal Place of Business in Hong Kong:

4/F, Jardine House
1 Connaught Place
Central
Hong Kong

Notes:

1. A shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
3. In order to be valid, the completed form of proxy, must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting (i.e. not later than 10:30 a.m. on June 26, 2024) or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
4. The register of members of the Company will be closed from Tuesday, June 25, 2024 to Friday, June 28, 2024, both days inclusive, in order to determine the eligibility of shareholders to attend the above meeting, during which period no share transfers will be registered. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Monday, June 24, 2024.
5. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.