

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

Mobile Internet (China) Holdings Limited

移動互聯（中國）控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1439)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Mobile Internet (China) Holdings Limited (the “**Company**”) will be held at Offices 6501–03, 6505, 6512–13, 65/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 23 November 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolutions of the Company:

ORDINARY RESOLUTIONS

“THAT:

- (a) the subscription agreement dated 25 August 2023 (the “**Subscription Agreement**”) (a copy of the Subscription Agreement has been tabled at the meeting marked “A” and signed by the chairman of the Meeting for identification purpose) entered into between the Company and Max Tuner Limited (the “**Subscriber**”) in relation to the subscriptions of (i) 4,132,492,986 new shares of the Company (the “**Subscription Share(s)**”) at a subscription price of HK\$0.01 per Subscription Share; and (ii) two-year 2% coupon convertible bonds (the “**Convertible Bonds**”) in an aggregate principal amount of HK\$496,258,738.61, which are convertible into new shares of the Company (“**Conversion Shares**”) at an initial conversion price of HK\$0.01 per Share (collectively, the “**Subscriptions**”) and the transactions contemplated thereunder be and is hereby approved, ratified and confirmed;

- (b) subject to the fulfilment or waiver of the conditions precedent (as the case may be) set out in the Subscription Agreement, the grant of the specific mandate (the “**Specific Mandate**”) to the directors of the Company (the “**Director(s)**”) to exercise the powers of the Company to allot and issue (i) the Subscription Shares at HK\$0.01 per Subscription Share to the Subscriber; and (ii) the Conversion Shares which may fall to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Bonds to the relevant holder(s) of the Convertible Bonds pursuant to and in accordance with the terms and conditions of the Subscription Agreement be and is hereby approved, and such Subscription Shares and Conversion Shares (upon issue) shall rank *pari passu* in all respects with the then existing issued shares of the Company (the “**Share(s)**”); and
- (c) any one Director be and is hereby authorised to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things that are ancillary to the Subscriptions, as he/she may in his or her absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the Subscription Agreement and the transactions contemplated thereunder, including the issue of the Subscription Shares and the Convertible Bonds and the grant of the Specific Mandate, and to agree to such variations of the terms of the Subscription Agreement and the transactions contemplated thereunder as he or she may in his or her absolute discretion consider necessary or desirable.”

By order of the Board
Mobile Internet (China) Holdings Limited
Muk Hung Fei
Chairman

Hong Kong, 31 October 2023

Notes:

1. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
2. A form of proxy for the EGM is enclosed.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority shall be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. 11:00 a.m. on Tuesday, 21 November 2023) before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in the instrument proposes to vote.

5. Where there are joint holders of any Share, any one of such persons may vote at any meeting either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stand first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.
6. The register of members of the Company will be closed from Monday, 20 November 2023 to Thursday, 23 November 2023, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 17 November 2023.

If tropical cyclone warning signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 7:00 a.m. on Thursday, 23 November 2023, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

As at the date of this notice, the Board comprises five executive Directors, namely Mr. Muk Hung Fei (Chairman), Mr. Chen Hong Cai, Mr. Lau Yiu Ting, Ms. Fang Wenhui and Mr. Chan Wai Kit, and three independent non-executive Directors, namely Mr. So Chi Ming, Mr. Chau Wing Nam and Mr. He Dingding.