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

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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**Mobile Internet (China) Holdings Limited**

**移動互聯（中國）控股有限公司**

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

**(Stock Code: 1439)**

**REQUISITION FROM SHAREHOLDER TO REMOVE  
AND APPOINT DIRECTORS  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening an extraordinary general meeting of Mobile Internet (China) Holdings Limited to be held at 6/F, Woon Lee Commercial Building, No. 7-9 Austin Avenue, Tsim Sha Tsui on Friday, 10 February 2023 at 10:30 a.m. is set out on pages 10 to 12 of this circular.

Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company at the Company's principal place of business in Hong Kong at Unit 18, 1/F, South Seas Centre, 75 Mody Road, Kowloon, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof.

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

26 January 2023

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## DEFINITIONS

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

“Announcement”	the announcement of the Company dated 17 January 2023 in relation to the Requisition Notice
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Company”	Mobile Internet (China) Holdings Limited (stock code: 1439), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed and traded on the Stock Exchange
“Director(s)”	member(s) of the Board of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 6/F, Woon Lee Commercial Building, No. 7–9 Austin Avenue, Tsim Sha Tsui on Friday, 10 February 2023 at 10:30 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 10 to 12 of this circular
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“PRC”	the People’s Republic of China, for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Directors”	collectively, Mr. Lau Yiu Ting, Ms. Fang Wenhui and Mr. Chau Wing Nam
“Requesting Shareholder”	Mr. Cheuk Kwong Hau Thomas

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## DEFINITIONS

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“Requisition Notice”	a letter of requisition dated 16 January 2023 from the Requesting Shareholder, requesting the removal of certain existing Directors and the appointment of Proposed Directors
“Share(s)”	ordinary share of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

**Mobile Internet (China) Holdings Limited**

**移動互聯(中國)控股有限公司**

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

**(Stock Code: 1439)**

*Executive Directors:*

Mr. Chen Hong Cai (*Chairman*)

Mr. Wang Yun Fang

Mr. Wu Aiguo

Mr. Muk Hung Fei

*Registered Office:*

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Independent non-executive Directors:*

Mr. So Chi Ming

Mr. Wang Chen Guang

Mr. Cho Yu Kwan, Stephen

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

Hong Sheng Industrial Park

Fengxin Industrial Zone

Yichun City, Jiangxi Province

The PRC

*Principal place of business  
in Hong Kong:*

Unit 18, 1/F

South Seas Centre

75 Mody Road

Kowloon, Hong Kong

26 January 2023

*To the Shareholders,*

Dear Sir or Madam,

**REQUISITION FROM SHAREHOLDER TO REMOVE  
AND APPOINT DIRECTORS  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the Announcement. The purpose of this circular is to provide the Shareholders with (i) the information in relation to the resolutions at the EGM as proposed by the Requesting Shareholder, and (ii) the notice of the EGM.

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## LETTER FROM THE BOARD

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### THE REQUISITION

On 16 January 2023, the Board received the Requisition Notice from the Requesting Shareholder requesting the Board to call for the EGM in accordance with Article 58 of the Articles for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

1. “**THAT** Mr. Wang Yun Fang be and is hereby removed as an executive director of the Company pursuant to Article 83(5) of the Articles with effect upon passing of this resolution.”
2. “**THAT** Mr. Wu Aiguo be and is hereby removed as an executive director of the Company pursuant to Article 83(5) of the Articles with effect upon passing of this resolution.”
3. “**THAT** Mr. Wang Chen Guang be and is hereby removed as an independent non-executive director of the Company pursuant to Article 83(5) of the Articles with effect upon passing of this resolution.”
4. “**THAT** Mr. Cho Yu Kwan, Stephen be and is hereby removed as an independent non-executive director of the Company pursuant to Article 83(5) of the Articles with effect upon passing of this resolution.”
5. “**THAT** each of the directors of the Company appointed to the board of directors of the Company between the date of the requisition notice dated 16 January 2023 for the convening of the EGM and the date of the EGM, other than those persons who are to be appointed directors of the Company at the EGM, be and is hereby removed as a director of the Company with effect upon passing of this resolution.”
6. “**THAT** Mr. Lau Yiu Ting be and is hereby appointed as an executive director of the Company pursuant to Article 83(6) of the Articles with effect upon passing of this resolution.”
7. “**THAT** Ms. Fang Wenhui be and is hereby appointed as an independent non-executive director of the Company pursuant to Article 83(6) of the Articles with effect upon passing of this resolution.”
8. “**THAT** Mr. Chau Wing Nam be and is hereby appointed as an independent non-executive director of the Company pursuant to Article 83(6) of the Articles with effect upon passing of this resolution.”
9. “**THAT** the board of directors of the Company be and is hereby authorised to fix the remuneration of the directors of the Company.”

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## LETTER FROM THE BOARD

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

Pursuant to Article 58 of the Articles, “any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition”.

Pursuant to article 83(5) of the Articles, “the Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles of in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement)”.

Pursuant to article 83(6) of the Articles, “a vacancy on the Board created by the removal of a Director under the provisions of subparagraph (5) may be filled by the election or appointment by ordinary resolution the Members at the meeting at which such Director is removed”.

As at the date of deposit of the Requisition Notice, the Requesting Shareholder held 145,490,000 Shares, representing approximately 10.56% of the issued share capital of the Company. Hence, the Company is required to proceed to convene an extraordinary general meeting for the purpose of considering and, if thought fit, approving the resolutions set out in the Requisition Notice, and such meeting shall be held within two (2) months after the deposit of such Requisition Notice.

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

### **THE EGM**

The notice of the EGM is set out in pages 10 to 12 of this circular. At the EGM, ordinary resolutions will be proposed to approve the removal of certain existing Directors and the appointment of the Proposed Directors.

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

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## LETTER FROM THE BOARD

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they represent as such member could exercise. Shareholders are kindly reminded that subject to the situation of COVID-19 pandemic at the time of the EGM, the attendance at the EGM may pose a health risk to the attendees. Shareholders should assess for themselves whether they should attend in person. Shareholders may consider appointing the chairman of the EGM as his/her proxy to vote on the resolutions, instead of attending the EGM in person.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company at the Company's principal place of business in Hong Kong at Unit 18, 1/F, South Seas Centre, 75 Mody Road, Kowloon, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof.

### VOTING BY WAY OF POLL

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

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

### LANGUAGE

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

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



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

**Mr. Lau Yiu Ting (劉耀庭)**

Mr. Lau Yiu Ting (“**Mr. Lau**”), aged 52, has years of experience in operation and financial management. He engaged in trading of securities, futures, commodities and Forex in bank, investment management company and securities company for over ten years. He is currently a director of INAX Technology Limited, an information technology engineering company in Hong Kong, and responsible for overseeing human resources, financial and internal control function.

Mr. Lau didn’t hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Subject to the passing of the ordinary resolution for approving Mr. Lau’s appointment, Mr. Lau will enter into an appointment letter with the Company as an executive Director for an initial term of 1 year commencing from the date of passing of the ordinary resolution for approving Mr. Lau’s appointment, which may be terminated by either the Company or Mr. Lau by giving a 1-month written notice. According to the Articles, Mr. Lau shall retire from office and be eligible for re-election at the following annual general meeting of the Company. Mr. Lau is entitled to an annual emolument of HK\$10,000, with discretionary bonus and other benefits at the sole and absolute discretion of the Board and its remuneration committee. The remuneration of Mr. Lau was determined having considered the experience, duties and responsibilities of Mr. Lau and the prevailing market rate of companies of comparable size and similar operation.

Up to the date of the notice of the EGM, Mr. Lau (i) does not have any other major appointments and professional qualifications; (ii) does not hold any other position with the Company or other members of the Group; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company; and (iv) does not have, and is not deemed to have, any interests and short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

Save as disclosed above, there is no information that need to be brought to the attention of the Shareholders in relation to the appointment of Mr. Lau and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules.

**Ms. Fang Wenhui (方文慧)**

Ms. Fang Wenhui (“**Ms. Fang**”), aged 33, obtained a degree of Bachelor of Business Administration in Applied Economics from Hong Kong Baptist University in 2012 and a degree of Master of Business Administration from City University of Hong Kong in 2013. Ms. Fang has extensive experience in project investment and financing, asset management and company operations, and has held senior management positions in private equity funds and corporate

finance in several corporations in the Mainland China and Hong Kong. For the period from 1 February 2018 to 31 October 2020, Ms. Fang worked as an executive director of QH Capital Group Limited. From 19 November 2020 to 11 July 2021, Ms. Fang was a managing director and responsible officer of i-Golden Data Capital Limited. Since 26 August 2021, Ms. Fang has been working as a responsible officer of Space Asset Management Limited, which is licensed for Type 4 (Advising on Securities) and Type 9 (Advising on Securities) regulated activities.

Ms. Fang didn't hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Subject to the passing of the ordinary resolution for approving Ms. Fang's appointment, Ms. Fang will enter into an appointment letter with the Company as an independent non-executive Director for an initial term of 1 year commencing from the date of passing of the ordinary resolution for approving Ms. Fang's appointment, which may be terminated by either the Company or Ms. Fang by giving a 1-month written notice. According to the Articles, Ms. Fang shall retire from office and be eligible for re-election at the following annual general meeting of the Company. Ms. Fang is entitled to an annual emolument of HK\$5,000, which was determined having considered the experience, duties and responsibilities of Ms. Fang and the prevailing market rate of companies of comparable size and similar operation.

Up to the date of the notice of the EGM, Ms. Fang (i) does not have any other major appointments and professional qualifications; (ii) does not hold any other position with the Company or other members of the Group; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company; and (iv) does not have, and is not deemed to have, any interests and short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

Save as disclosed above, there is no information that need to be brought to the attention of the Shareholders in relation to the appointment of Ms. Fang and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Chau Wing Nam (周穎楠)**

Mr. Chau Wing Nam ("Mr. Chau"), aged 35, obtained a degree of Bachelor of Accounting & Accounting Technologies from Curtin University of Technology in 2012. He has been a member of Hong Kong Institute of Certified Public Accountants since May 2017. He has over ten years of experience in auditing, accounting and corporate management and is currently responsible for corporate finance, mergers and acquisitions matters, investors relations, corporate governance as well as compliance affairs. From 10 July 2017 to 9 March 2018, Mr. Chau worked as an assistant manager of Changjiang Securities Holdings (HK) Limited and was responsible for handling IPO projects and financial advisory on mergers and acquisitions, takeovers and other

capital raising activities. From 12 March 2018 to 4 November 2020, he worked in Kingsway Capital Limited with the last position as the assistant manager in corporate finance.

Mr. Chau has been an independent non-executive director of K Group Holdings Limited (stock code: 8475), a company listed on the Stock Exchange, since 6 June 2022. Mr. Chau didn't hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Subject to the passing of the ordinary resolution for approving Mr. Chau's appointment, Mr. Chau will enter into an appointment letter with the Company as an independent non-executive Director for an initial term of 1 year commencing from the date of passing of the ordinary resolution for approving Mr. Chau's appointment, which may be terminated by either the Company or Mr. Chau by giving a 1-month written notice. According to the Articles, Mr. Chau shall retire from office and be eligible for re-election at the following annual general meeting of the Company. Mr. Chau is entitled to an annual emolument of HK\$5,000, which was determined having considered the experience, duties and responsibilities of Mr. Chau and the prevailing market rate of companies of comparable size and similar operation.

Up to the date of the notice of the EGM, Mr. Chau (i) does not have any other major appointments and professional qualifications; (ii) does not hold any other position with the Company or other members of the Group; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company; and (iv) does not have, and is not deemed to have, any interests and short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

Save as disclosed above, there is no information that need to be brought to the attention of the Shareholders in relation to the appointment of Mr. Chau and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules.

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## NOTICE OF EGM

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# Mobile Internet (China) Holdings Limited

## 移動互聯(中國)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1439)

### 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 6/F, Woon Lee Commercial Building, No. 7–9 Austin Avenue, Tsim Sha Tsui on Friday, 10 February 2023 at 10:30 a.m. to consider and, if thought fit, pass the following resolutions:

#### ORDINARY RESOLUTIONS

1. “**THAT** Mr. Wang Yun Fang be and is hereby removed as an executive director of the Company pursuant to Article 83(5) of the articles of association of the Company (the “Articles”) with effect upon passing of this resolution.”
2. “**THAT** Mr. Wu Aiguo be and is hereby removed as an executive director of the Company pursuant to Article 83(5) of the Articles with effect upon passing of this resolution.”
3. “**THAT** Mr. Wang Chen Guang be and is hereby removed as an independent non-executive director of the Company pursuant to Article 83(5) of the Articles with effect upon passing of this resolution.”
4. “**THAT** Mr. Cho Yu Kwan, Stephen be and is hereby removed as an independent non-executive director of the Company pursuant to Article 83(5) of the Articles with effect upon passing of this resolution.”
5. “**THAT** each of the directors of the Company appointed to the board of directors of the Company between the date of the requisition notice dated 16 January 2023 for the convening of an extraordinary general meeting of the Company for the purpose of considering and, if thought fit, passing, *inter alia*, this resolution (the “EGM”) and the date of the EGM, other than those persons who are to be appointed directors of the Company at the EGM, be and is hereby removed as a director of the Company with effect upon passing of this resolution.”
6. “**THAT** Mr. Lau Yiu Ting be and is hereby appointed as an executive director of the Company pursuant to Article 83(6) of the Articles with effect upon passing of this resolution.”

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## NOTICE OF EGM

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7. “**THAT** Ms. Fang Wenhui be and is hereby appointed as an independent non-executive director of the Company pursuant to Article 83(6) of the Articles with effect upon passing of this resolution.”
8. “**THAT** Mr. Chau Wing Nam be and is hereby appointed as an independent non-executive director of the Company pursuant to Article 83(6) of the Articles with effect upon passing of this resolution.”
9. “**THAT** the board of directors of the Company be and is hereby authorised to fix the remuneration of the directors of the Company.”

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

Hong Kong, 26 January 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. Shareholders are kindly reminded that subject to the situation of COVID-19 pandemic at the time of the EGM, the attendance at the EGM may pose a health risk to the attendees. Shareholders should assess for themselves whether they should attend in person. Shareholders may consider appointing the chairman of the EGM as his/her proxy to vote on the resolutions, instead of attending the EGM in person.
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 principal place of business in Hong Kong at Unit 18, 1/F, South Seas Centre, 75 Mody Road, Kowloon, Hong Kong not less than 48 hours (i.e. 10:30 a.m. on Wednesday, 8 February 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.

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## NOTICE OF EGM

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6. The register of members of the Company will be closed from Tuesday, 7 February 2023 to Friday, 10 February 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 Monday, 6 February 2023.
7. Subject to the development of the situation of COVID-19, the Company may be required to change the EGM arrangements at short notice. Shareholders should check the Company's website for any further announcements and updates on the EGM arrangements.

*As at the date of this notice, the Board comprises four Executive Directors, namely Mr. Chen Hong Cai (Chairman), Mr. Wang Yun Fang, Mr. Wu Aiguo and Mr. Muk Hung Fei, and three independent non-executive directors, namely Mr. So Chi Ming, Mr. Wang Chen Guang and Mr. Cho Yu Kwan Stephen.*