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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of Mobile Internet (China) Holdings Limited 移動互聯(中國)控股有限公司 (the “**Company**”) will be held at Office 1102–2, 11/F, Euro Trade Centre, Nos 13–14 Connaught Road Central, Central on Thursday, 18 July 2024 at 11:00 a.m. to consider and, if thought fit, to transact the following businesses:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and reports of the directors (the “**Directors**”) and auditors of the Company and its subsidiaries for the year ended 31 December 2022.
2. To receive and consider the audited consolidated financial statements and reports of the directors (the “**Directors**”) and auditors of the Company and its subsidiaries for the year ended 31 December 2023.
3. To re-elect the following retiring Directors of the Company:
 - (a) To re-elect Mr. Muk Hung Fei as an executive Director (“**Executive Director**”);
 - (b) To re-elect Mr. Chen Hong Cai as an Executive Director;
 - (c) To re-elect Mr. Lau Yiu Ting as an Executive Director;
 - (d) To re-elect Ms. Fang Wenhui as an Executive Director;
 - (e) To re-elect Mr. Chan Wai Kit as an Executive Director;
 - (f) To re-elect Mr. So Chi Ming as an independent non-executive Director (“**Independent Non-executive Director**”);

- (g) To re-elect Mr. Chau Wing Nam as an Independent Non-executive Director;
 - (h) To re-elect Mr. He Dingding as an Independent Non-executive Director.
4. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
 5. To re-appoint McMillan Woods (Hong Kong) CPA Limited as the auditors of the Company and to authorise the Board to fix the auditors’ remuneration.
 6. To consider and if thought fit, pass the following resolution as ordinary resolution of the Company (with or without amendments),

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined (d) below) to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements 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 in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20% of the total number of the Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is 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 of the Company, the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Companies Act**”) or any other applicable law of the Cayman Islands to be held; and
- (iii) 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;

“**Rights Issue**” means an offer of Shares, or offer or 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 Shares (subject to such exclusion 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 existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

7. To consider and if thought fit, pass the following resolution as ordinary resolution of the Company (with or without amendments),

“**THAT:**

- (a) subject to paragraph (b), the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the total number of the Shares in issue as at the date of the passing of this resolution; and
 - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is 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 of the Company, the Companies Act, or any other applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.”
8. To consider and if thought fit, pass the following resolution as ordinary resolution of the Company (with or without amendments),

“**THAT:** subject to the ordinary resolutions nos. 6 and 7 above being duly passed, the unconditional general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with Shares pursuant to resolution no. 7 above be and is hereby extended by the addition thereon of an amount of Shares representing the aggregate number of Shares purchased or otherwise acquired by the Company subsequent to the passing of this resolution, provided that such amount shall not exceed 10% of the total number of the Shares in issue (excluding treasury shares) as at date of the passing of resolution no. 7.”

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

Hong Kong, 18 June 2024

Notes:

1. A form of proxy for the AGM is enclosed.
2. 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.

3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's principal place of business in Hong Kong at Unit 64, 1/F, Houston Centre, 63 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong not less than 48 hours (i.e. 11:00 a.m. on Tuesday, 16 July 2024) 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.
4. 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.
5. The register of members of the Company will be closed from Monday, 15 July 2024 to Thursday, 18 July 2024, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for voting at the AGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company at the Company's principal place of business in Hong Kong at Unit 64, 1/F, Houston Centre, 63 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong not later than 4:30 p.m. on Friday, 12 July 2024.

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.