

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.

This announcement is for information purposes only and does not constitute an invitation or solicitation of an offer to acquire, purchase or subscribe for securities or an invitation to enter into an agreement to do any such things, nor is it calculated to invite any offer to acquire, purchase or subscribe for any securities.

Neither this announcement nor any copy thereof may be released into or distributed directly or indirectly in the United States or any other jurisdiction where such release or distribution might be unlawful. This announcement and the information in this announcement do not constitute or form a part of any offer or solicitation to purchase, subscribe for or sell securities in the United States. The securities mentioned herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or the securities laws of any state of the United States or other jurisdiction. The securities referred to in this announcement are being offered and sold outside the United States in reliance on Regulation S under the U.S. Securities Act and may not be offered or sold in the United States unless registered under the U.S. Securities Act and the applicable securities laws of any state or other jurisdiction of the United States or pursuant to an exemption from, or in a transaction not subject to, registration under the U.S. Securities Act and the applicable securities laws of any state or other jurisdiction of the United States. The Company has no intention to register under the U.S. Securities Act any of the securities referred to herein or to conduct a public offering of securities in the United States.



Vobile Group Limited

阜博集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3738)

**COMPLETION OF ISSUE OF
HK\$78,000,000 ZERO COUPON CONVERTIBLE BONDS DUE 2027
UNDER GENERAL MANDATE**

COMPLETION OF ISSUE OF CONVERTIBLE BONDS

We refer to the announcement of Vobile Group Limited (the "**Company**") dated 29 September 2024 (the "**Announcement**") and the announcement of the Company dated 25 October 2024 regarding the issue of Convertible Bonds in a total principal amount of HK\$78,000,000 to the Investors. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that all the conditions precedent under the Subscription Agreements have been fulfilled and Completion took place on 9 November 2024, upon which the Convertible Bonds were issued to the Investor pursuant to the terms and conditions of the Subscription Agreements.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming (a) there is no change in the issued share capital of the Company from the date of this announcement and up to the date of full conversion of the Convertible Bonds at their initial Conversion Price (HK\$1.95 per Conversion Share); and (b) all Bondholders exercise in full the conversion rights attached to the Convertible Bonds, the shareholding structures of the Company (i) as at the date of this announcement and (ii) immediately after the allotment and issue of all the Conversion Shares are set out below:

	As at the date of this announcement		Immediately after full conversion of the Convertible Bonds at the initial Conversion Price	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Mr. Wang ⁽¹⁾	303,961,920	13.39%	303,961,920	13.15%
Mr. Wargo	92,234,369	4.06%	92,234,369	3.99%
Mr. Wong	2,928,013	0.13%	2,928,013	0.13%
Mr. Chu	528,013	0.02%	528,013	0.02%
Mr. Eesley	528,013	0.02%	528,013	0.02%
Mr. Chan	484,013	0.02%	484,013	0.02%
Mr. Kwan	484,013	0.02%	484,013	0.02%
Mr. Tang	320,409	0.01%	320,409	0.01%
Subscriber A	—	—	28,000,000	1.21%
Subscriber B	—	—	8,000,000	0.35%
Subscriber C	—	—	4,000,000	0.17%
Other public Shareholders	<u>1,869,529,893</u>	<u>82.33%</u>	<u>1,869,529,893</u>	<u>80.91%</u>
Total ⁽²⁾	<u>2,270,998,656</u>	<u>100%</u>	<u>2,310,998,656</u>	<u>100%</u>

(1) Such interests include (i) Shares beneficially owned by Mr. Wang; (ii) Shares held by Mr. Wang in his capacity as trustee and beneficiary of the JYW Trust; and (iii) Shares held by Mr. Wang in his capacity as trustee and beneficiary of the YBW Trust. On a separate note, Mr. Wang is interested in 112,000,000 Shares which may be issued pursuant to the exercise of options granted under the Post-IPO Share Option Scheme.

(2) Excluding 1,445,000 treasury Shares held by the Company.

USE OF PROCEEDS

As disclosed in the Announcement, the Company intends to use the net proceeds of approximately HK\$76 million from the issue of the Convertible Bonds in the following manner: 75% of the net proceeds will be used for investment purposes and 25% of the net proceeds will be used for general working capital purposes.

By Order of the Board
Vobile Group Limited
Yangbin Bernard WANG
Chairman

Hong Kong, 10 November 2024

As at the date of this announcement, the board of directors of the Company comprises Mr. Yangbin Bernard WANG and Mr. WONG Wai Kwan as executive directors; Mr. CHAN Ching Yan Daniel, Mr. J David WARGO and Mr. TANG Yi Hoi Hermes as non-executive directors; and Mr. Alfred Tsai CHU, Mr. Charles Eric EESLEY and Mr. KWAN Ngai Kit as independent non-executive directors.