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Vobile Group Limited

阜博集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3738)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Sole Overall Coordinator, Sole Placing Agent



Financial Adviser



Guotai Junan Capital Limited

We refer to the announcement of Vobile Group Limited (the “**Company**”) dated 31 January 2023 (the “**Announcement**”) in relation to the Placing. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all the conditions precedent under the Placing Agreement have been fulfilled and the Closing took place on 7 February 2023.

A total of 114,127,000 Placing Shares have been allotted and issued to no less than six Placees at the Subscription Price of HK\$4.12 per Placing Share. The Placing Shares represent approximately 5.11% of the issued share capital of the Company as enlarged by the Placing. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, each of the Placees and their respective ultimate beneficial owners is independent of the Company and its connected persons, and none of the Placees and their respective ultimate beneficial owners has become a substantial shareholder of the Company as a result of the Placing.

The net proceeds to the Company from the Placing are approximately HK\$463,653,000. The Company intends to use the net proceeds for repayment of interest-bearing borrowings in order to further position the balance sheet for strategic growth and financial flexibility.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) immediately before the Closing and (ii) immediately after the Closing on the Closing Date:

	Immediately before the Closing		Immediately after the Closing	
	<i>No. of Shares</i>	<i>Approximate % of issued share capital</i>	<i>No. of Shares</i>	<i>Approximate % of issued share capital</i>
Mr. Wang ⁽¹⁾	271,961,920	12.84%	271,961,920	12.18%
Mr. Wargo	91,829,521	4.33%	91,829,521	4.11%
Mr. Wong	2,523,165	0.12%	2,523,165	0.11%
Mr. Matsuzawa ⁽²⁾	178,571	0.01%	178,571	0.01%
Mr. Chu	123,165	0.01%	123,165	0.01%
Mr. Eesley	123,165	0.01%	123,165	0.01%
Mr. Kwan	79,165	0.01%	79,165	0.01%
Placee(s)	—	—	114,127,000	5.11%
Other public Shareholders	<u>1,751,857,984</u>	<u>82.67%</u>	<u>1,751,857,984</u>	<u>78.45%</u>
Total issued Shares	<u>2,118,676,656</u>	<u>100%</u>	<u>2,232,803,656</u>	<u>100%</u>

- (1) Mr. Wang is a settlor, a trustee and a beneficiary of the JYW Trust. Mr. Wang and the JYW Trust are the settlors and Mr. Wang is the trustee and beneficiary of the YBW Trust. Mr. Wang is interested in 31,200,000 Shares beneficially owned by him, 208,761,920 Shares held by him in his capacity as trustee and beneficiary of the JYW Trust, 32,000,000 Shares in his capacity as trustee and beneficiary of the YBW Trust, 32,000,000 Shares which may be issued pursuant to the exercise of options granted under the Pre-IPO Share Option Scheme and 112,000,000 Shares which may be issued pursuant to the exercise of options granted under the Post-IPO Share Option Scheme.

- (2) Mr. Matsuzawa is interested in 178,571 Shares beneficially owned by him and 10,000,000 Shares which may be issued pursuant to the exercise of options granted under the Post-IPO Share Option Scheme.

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

Hong Kong, 8 February 2023

As at the date of this announcement, the Board comprises Mr. Yangbin Bernard WANG and Mr. MATSUZAWA Masaaki as executive Directors; Mr. CHAN Ching Yan Daniel, Mr. J David WARGO and Mr. WONG Wai Kwan as non-executive Directors; and Mr. Alfred Tsai CHU, Mr. Charles Eric EESLEY and Mr. KWAN Ngai Kit as independent non-executive Directors.