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Vital Mobile Holdings Limited

維太移動控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6133)

ANNOUNCEMENT OF THE PERFORMANCE OF THE NON-COMPETITION UNDERTAKING

Reference is made to the prospectus (the “**Prospectus**”) issued by Vital Mobile Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) dated 16 June 2015 and the annual report of the Company for the year ended 31 December 2016.

NON-COMPETITION UNDERTAKING

Each of Ms. Rong Xiuli, Mr. Ni Gang, Winmate Limited, 北京百納威爾科技有限公司 (Beijing Benywave Technology Co., Ltd.)* (“**Benywave Technology**”) and 北京天宇朗通通信設備股份有限公司 (Beijing Tianyu Communication Equipment Co. Ltd.)* (“**Tianyu**”) (collectively the “**Covenantors**”), has entered into a deed of non-competition and undertaking dated 9 June 2015 (the “**Deed of Non-Competition**”) in favor of the Company (for itself and on behalf of its subsidiaries from time to time), pursuant to which each of the Covenantors irrevocably and unconditionally undertakes to and covenants with the Company that each of them will not and procure that none of their respective associates and subsidiary (for a Covenantor which is a company) other than any member of the Group shall:

- i. whether as principal or agent and whether undertaken directly or indirectly in his/its/their own account or in conjunction with or on behalf of or through any person, firm, body corporate, partnership, joint venture or other contractual arrangement and whether for profit or otherwise, carry on, participate in, acquire, or hold (whether as a shareholder, partner, agent or otherwise) any right or interest or otherwise be interested, involved or engaged in or concerned with, directly or indirectly, any business which competes or may compete with the business of developing, designing, product ion management and selling of mobile telecommunication devices on original design manufacturer (“**ODM**”) basis and its related components and accessories, targeting global markets excluding People’s Republic of China (the “**PRC**”) (the “**Overseas Business**”) in any part of the world including but not limited to undertaking the manufacture of mobile telecommunication devices on ODM basis;

** For identification purpose only*

- ii. sell or distribute or cause or allow the sale or distribution of the own-branded mobile telecommunication devices of Benywave Technology and Tianyu and their Subsidiaries or any of them (collectively the “**Excluded Group**”) to any territory outside the PRC and, in connection therewith, the Covenantors shall procure that in all distribution agreements between any member of Excluded Group and its distributors a clause restricting the sale or distribution of such own-branded mobile telecommunication devices outside PRC shall be incorporated; and
- iii. alone or jointly with or on behalf of any person,
 - a. induce or attempt to induce any director, employee or consultant of the Group to terminate his/her/its employment or consultancy (as appropriate) with the Group, whether or not such act of that person would constitute a breach of that person’s contract of employment or consultancy with the Group (as appropriate);
 - b. canvass or solicit or attempt to canvass or solicit any order for business which competes or may compete with the Overseas Business; and
 - c. persuade any person who has dealt with the Group or who is in the process of negotiating with the Group in relation to the Overseas Business to cease to deal with the Group, or reduce the amount of business which that person would normally do with the Group or seek to improve their terms of trade with any member of the Group.

Details of the Deed of Non-Competition are set out in the section headed “Relationship with Controlling Shareholders” of the Prospectus.

The Company confirms that each of the Covenantors have complied with the Deed of Non-Competition for the year ended 31 December 2016. In order to ensure the Covenantors have complied with the Deed of Non-Competition, the following actions have been taken:

- i. the Company has required each of the Covenantors to give written confirmation to the Company on an annual basis as to whether he/she/it has complied with the Deed of Non-Competition for the year ended 31 December 2016;
- ii. each of the Covenantors has provided to the Company such written confirmation (a) in respect of his/her/its compliance with the Deed of Non-Competition for the year ended 31 December 2016; and (b) stating that he/she/it has not been offered or becomes aware of any investment or commercial opportunity directly or indirectly relating to the Overseas Business in any part of the world including but not limited to supply of mobile telecommunications devices on ODM basis in the PRC; and
- iii. the independent non-executive directors of the Company have reviewed the written confirmation made by the Covenantors of compliance by each of the Covenantors with the undertakings in the Deed of Non-Competition and have confirmed that, as far as they can ascertain, the Covenantors have complied with the Deed of Non- Competition.

The independent non-executive directors of the Company have also reviewed the status of the compliance by each of the Covenantors with the undertakings in the Deed of Non-Competition and have confirmed that, as far as they can ascertain, there is no breach by any of the Covenantors of the undertakings in the Deed of Non-Competition given by them.

As of the date of this announcement, the Company is not aware of any other matters regarding the compliance of the undertakings in the Deed of Non-Competition and there has not been any change in the terms of the Deed of Non-Competition since the Company's listing of its shares on The Stock Exchange of Hong Kong Limited.

By order of the Board
Vital Mobile Holdings Limited
Rong Xiuli
Chairperson

Hong Kong, 24 August 2017

As at the date of this announcement, the Board of the Company comprises Ms. Rong Xiuli, Mr. Rong Shengli and Mr. Tang Shun Lam as executive Directors; and Mr. Hon Kwok Ping Lawrence, Mr. Lam Yiu Kin and Mr. Tsang Yat Kiang as independent non-executive Directors.