
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Vital Mobile Holdings Limited (the “Company”), you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

(1) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
(2) RE-ELECTION OF RETIRING DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM (as defined herein) of the Company to be held at Room 1804, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 24 May 2018 at 11:00 a.m. is set out on pages 13 to 17 of this circular of the Company.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.

23 April 2018

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Room 1804, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 24 May 2018 at 11:00 a.m. for the purpose of considering and if thought fit, approving the resolutions proposed in this circular
“Articles of Association”	the articles of association of the Company, as amended and restated from time to time
“close associates”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Director(s)
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities listed thereon
“Buy-back Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to buy back Shares not exceeding 10% of the total number of issued Shares as at the date of passing of such resolution
“Cayman Companies Law”	the Companies Law as of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Vital Mobile Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on Main Board of the Stock Exchange
“core connected person”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise all the powers of the Company to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing of such resolution
“Latest Practicable Date”	16 April 2018 being the latest practicable date prior to the Printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	The People’s Republic of China, excluding (except where the context requires) Hong Kong, Macau and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	means a company(ies) which is (are) for the time being and from time to time a subsidiary (within the meaning of section 15 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as modified from time to time) of the Company
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
“%”	per cent

LETTER FROM THE BOARD

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)

Executive Directors

Ms. Rong Xiuli (*Chairperson*)
Mr. Rong Shengli (*Chief executive officer*)
Mr. Yin Xuquan (*President*)
Mr. Tang Shun Lam

Registered Office

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent Non-executive Directors

Mr. Hon Kwok Ping, Lawrence
Mr. Lam Yiu Kin
Mr. Tsang Yat Kiang

*Principal Place of Business
in Hong Kong*

Suite B, 16/F.
W Square
314-324 Hennessy Road
Wanchai
Hong Kong

23 April 2018

To the Shareholders

Dear Sir or Madam

(1) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
(2) RE-ELECTION OF RETIRING DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular are to provide you with information regarding the resolutions to be proposed at the AGM and to give you notice of the AGM.

Resolutions to be proposed at the AGM, include ordinary resolutions relating to (a) the grant of each of the Issue Mandate and the Buy-back Mandate; (b) the extension of the Issue Mandate by adding to it the nominal amount of the issued Shares bought back by the Company under the Buy-back Mandate; and (c) the re-election of retiring Directors.

LETTER FROM THE BOARD

2. PROPOSED GENERAL MANDATE TO ISSUE AND BUY BACK SHARES

At the annual general meeting of the Company held on 25 May 2017, ordinary resolutions were passed granting general mandates to the Directors, among others, (i) to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution; and (ii) to buy back Shares up to a maximum of 10% of the total number of the issued Shares as at the date of passing such resolution. Such general mandates will lapse at the conclusion of the forthcoming AGM. At the AGM, separate ordinary resolutions will be proposed to grant to the Directors new general mandates:

- (i) to allot and issue and deal with Shares up to a maximum of 20% of the total number of issued Shares as at the date of passing of such resolutions;
- (ii) to buy back Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing of such resolutions; and
- (iii) subject to the passing of the aforesaid ordinary resolutions approving the Issue Mandate and the Buy-back Mandate, the general mandate to extend the Issue Mandate by the addition of the number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted and issued Shares in an amount not exceeding the number of Shares bought back pursuant to the Buy-back Mandate.

An explanatory statement containing information relating to the Buy-back Mandate and as required pursuant to the Listing Rules is set out in Appendix I to this circular. This explanatory statement contains information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution relating to the Buy-back Mandate at the AGM.

As at the Latest Practicable Date, the Company has 850,000,000 Shares in issue. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Buy-back Mandate and the Issue Mandate, the maximum number of Shares which may be bought back pursuant to the Buy-back Mandate on the date of passing the resolution approving the Buy-back Mandate will be 85,000,000 Shares and the maximum number of Shares which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 170,000,000 Shares.

The Issue Mandate and the Buy-back Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84(1) of the Articles of Association, one-third of the Directors shall retire from office by rotation at each annual general meeting and every Director shall be subject to retirement at an annual general meeting at least once every three years. Mr. Rong Shengli and Mr. Hon Kwok Ping, Lawrence shall retire from office by rotation at the forthcoming AGM and, being eligible, offer themselves for re-election.

LETTER FROM THE BOARD

In accordance with Article 83(3) of the Articles of Association, any director appointed by the Board to fill a causal vacancy or as an addition to the existing Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election. Mr. Yin Xuquan shall retire from office by rotation at the forthcoming AGM and, being eligible, offer himself for re-election.

Biographical details of each of the retiring Directors who offer himself for re-election at the AGM are set out in Appendix II to this circular.

Save as disclosed in this circular, there are no other matters in relation to the proposed re-election of Directors that need to be brought to the attention of the Shareholders.

4. AGM AND PROXY ARRANGEMENT

The notice of AGM is set out on pages 13 to 17 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, (i) the granting of the Issue Mandate and the Buy-back Mandate; (ii) the extension of the Issue Mandate by adding the number of Shares bought back by the Company under the Buy-back Mandate; and (iii) the re-election of the retiring Directors.

A form of proxy for the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkex.com.hk) and the Company (www.vital-mobile.com). Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the form of proxy to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the meeting or any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting in person at the AGM or at any adjournment thereof should you wish and, in such event, the form of proxy shall be deemed to be revoked.

5. VOTING BY POLL

All the resolutions set out in the notice of AGM would be decided by poll in accordance with the Listing Rules and the Articles of Association. The Chairman will explain the detailed procedures for conducting a poll at the commencement of the AGM.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy will have one vote for every fully paid Share held. A Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy who is entitled to more than one vote need not use all his/her/its votes or cast all his/her/its votes in the same way.

After the conclusion of the AGM, the poll results will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.vital-mobile.com.

LETTER FROM THE BOARD

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein misleading.

7. RECOMMENDATION

The Directors are of the opinion that the proposed resolutions referred in this circular and the notice of AGM are in the best interests of the Company and the Shareholders as a whole. The Directors recommend the Shareholders to vote in favour of all the resolutions as set out in the notice of AGM.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

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

This appendix contains the particulars required by the Listing Rules to be included in an explanatory statement to enable Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the Buy-back Mandate.

(1) EXERCISE OF THE BUY-BACK MANDATE

As at the Latest Practicable Date, there were a total of 850,000,000 Shares in issue. Subject to the passing of the resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back during the period from the Latest Practicable Date to the date of the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 85,000,000 Shares, being 10% of the total number of Shares in issue as at the date of passing the resolution to approve the Buy-back Mandate.

(2) SOURCE OF FUNDS

In buying back securities, the Company may only apply funds legally available for such purpose in accordance with its memorandum and Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

To the extent that buy back is funded entirely from the available cash flow or working capital facilities of the Company, there might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the 2017 Annual Report of the Company for the year ended 31 December 2017) in the event that the buying back of the Shares under the Buy-back Mandate were to be carried out in full during the period of the Buy-back Mandate.

(3) REASONS FOR SHARE BUYBACK

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from Shareholders to enable the Company to buy back its Shares on the Stock Exchange. Such buy back may, depending on market conditions, and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such a buy back will benefit the Company and the Shareholders as a whole.

The Directors have no present intention to buy back any Shares and they would only exercise the power to buy back in circumstances where they consider that the buy back would be in the best interests of the Company. The Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the consolidated financial position of the Company as at 31 December 2017, being the date to which the latest published audited financial statements of the Company have been made up) in the event that the Buy-back Mandate is exercised in full. The Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(4) SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months and up to the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2017		
April	0.76	0.64
May	0.67	0.55
June	0.70	0.57
July	0.63	0.435
August	0.465	0.375
September	0.53	0.375
October	0.55	0.43
November	0.50	0.40
December	0.43	0.39
2018		
January	0.42	0.38
February	0.415	0.37
March	0.41	0.35
April (up to the Latest Practicable Date)	0.36	0.345

(5) DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, have any present intention, in the event that the proposed Buy-back Mandate is approved by the Shareholders, to sell any Shares to the Company.

No other core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have any present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the proposed Buy-back Mandate is approved by the Shareholders.

(6) UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make share buy back pursuant to the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

(7) TAKEOVERS CODE

If as a result of a buy back of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the public record, and to the best of the knowledge and belief of the Directors, Ms. Rong Xiuli, the chairperson and executive Director of the Company, in aggregate was beneficially interested in 568,480,000 Shares, representing 66.88% of the total number of issued Shares of the Company. In the event that the Directors exercise in full the power to buy back Shares in accordance with the Buy-back Mandate, the shareholding of the aforesaid executive Director would be increased to approximately 74.31% of the total number of the issued Shares of the Company.

Save as disclosed in above, the Directors are not aware of any other consequences which may arise under Rules 26 and 32 of the Takeovers Code. The Directors do not intend to exercise the Buy-back Mandate to an extent which would, in the circumstances, trigger any potential consequences under the Takeovers Code.

(8) GENERAL

The Company has not bought back any Shares, whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

The Listing Rules prohibit a company from making shares buy back on the Stock Exchange if the result of the buy back would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to buy back Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

The biographical details of the retiring Directors proposed to be re-elected at the AGM are set out as follows:

Executive Directors**Mr. Rong Shengli**

Executive Director and Chief Executive Officer

Mr. Rong Shengli (“Mr. Rong”), aged 47, is a chief executive officer, executive Director and a member of the risk management committee of the Company and is responsible for the management and strategic development of the Group. Mr. Rong joined 北京百納威爾科技有限公司 (Beijing Benywave Technology Co., Ltd.*) (“Benywave Technology”) in 2008 and was the vice chairman of Benywave Technology from October 2008 to July 2014, where he was responsible for the sales and the strategic planning for its business of development, designing, production management and selling of mobile telecommunication devices on ODM basis and its related components and accessories, targeting global markets excluding the People’s Republic of China (“PRC”). Prior to joining Benywave Technology, Mr. Rong served as marketing manager, regional director and general manager of operational business department of 北京天宇朗通通信設備股份有限公司 (Beijing Tianyu Communication Equipment Co. Ltd.*) (“Tianyu”) and its subsidiaries from 2000 to 2008. Mr. Rong did not have any role in Tianyu since 2008. Mr. Rong has approximately 18 years of experience in telecommunications industry and management. Mr. Rong obtained a bachelor’s degree from Harbin Engineering University (哈爾濱工程大學) (previously known as Harbin Shipbuilding Engineering Institute (哈爾濱船舶工程學院)) specialized in radio communications in 1992. Mr. Rong also obtained a master of business administration from China-Europe International Business School (中歐國際工商學院) in 1997. Mr. Rong is a brother of Ms. Rong Xiuli, chairperson and executive Director of the Company.

As at the Latest Practicable Date, Mr. Rong was interested in 3,720,000 Shares within the meaning of Part XV of the SFO.

Mr. Rong entered into a service agreement with the Company for a term of three years commencing from 12 August 2017. The service contract may be terminated by not less than three months’ written notice by either party. He is subject to the requirements for retirement by rotation (at least once every three years) and re-election at the AGM of the Company pursuant to the Articles of Association. Mr. Rong receives an annual salary of RMB720,000 which is determined by the Board and reviewed by the remuneration committee of the Company with reference to his qualification and experience, his duties and responsibilities in the Company and the Company’s performance.

Save as disclosed above, Mr. Rong Shengli held no other directorships in any other listed companies in the last three years, and Mr. Rong Shengli is not connected with any directors, senior management, substantial or controlling shareholders of the Company.

* for identification purposes only

Mr. Yin Xuquan*Executive Director and President*

Mr. Yin Xuquan, (“Mr. Yin”) aged 53, has been appointed as an executive Director and a president of the Company with effect from 1 February 2018. Mr. Yin has approximately 15 years of experience in the telecommunication equipment industry in the People’s Republic of China and held various managerial positions in China National Postal and Telecommunications Appliances Corporation* (中國郵電器材集團公司) during the period from February 2002 to January 2018, where he had accumulated extensive experience in corporate management. Mr. Yin graduated from Heilongjiang University (黑龍江大學) with a bachelor’s degree in finance and tax in July 2006, and received an executive master degree of business administration (EMBA) from South China University of Technology (華南理工大學) in July 2011.

As at the Latest Practicable Date, Mr. Yin was not interested in any Shares within the meaning of Part XV of the SFO.

Mr. Yin has entered into a service agreement with the Company for a fixed term of three years commencing from 1 February 2018 and unless terminated by not less than 3 months’ notice in writing served by either party to the other, is renewable by mutual agreement between Mr. Yin and the Company. Mr. Yin will hold office until the next following annual general meeting of the Company after his appointment and be subject to re-election at such meeting in accordance with the articles of association of the Company. Mr. Yin is entitled to remuneration of RMB60,000 per month, which was determined with reference to his duties and responsibilities, the Company’s remuneration policy and the prevailing market conditions.

Save as disclosed above, Mr. Yin Xuquan held no other directorships in any other listed companies in the last three years, and Mr. Yin Xuquan is not connected with any directors, senior management, substantial or controlling shareholders of the Company.

Independent non-executive Director**Mr. Hon Kwok Ping, Lawrence***Independent Non-executive Director*

Mr. Hon Kwok Ping, Lawrence (“Mr. Hon”), aged 69, is an independent non-executive Director, a member of the audit committee, remuneration committee and nomination committee and chairman of the risk management committee of the Company. Mr. Hon has approximately 33 years’ experience in the accounting and finance as well as business operations. Since mid-1980’s, he has been serving local and international companies in senior positions such as CEO, CFO, president & vice president as well as chief accountant and company secretary and other positions. In January 2004, Mr. Hon joined Courage Investment Group Limited (formerly known as Courage Marine Group Limited, the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited, stock code: 1145) and he is currently the director of finance and the joint company secretaries. He is a CPA with fellow membership of the Hong Kong Institute of Certified Public Accountants and the Association of International Accountants, UK.

* for identification purposes only

As at the Latest Practicable Date, Mr. Hon was interested in 310,000 Shares within the meaning of Part XV of the SFO.

Mr. Hon entered into an appointment letter with the Company on 19 September 2014, pursuant to which he has been appointed as an independent non-executive Director commencing from 19 September 2014 for a period of one year which has been renewed by a memorandum for a further period of three years commencing from 19 September 2015, and the appointment would be terminated by not less than one month's written notice by either party. He is subject to the requirements for retirement by rotation (at least once every three years) and re-election at the AGM of the Company pursuant to the Articles of Association. Mr. Hon is entitled to receive an annual remuneration of HK\$360,000 which is determined by the Board and reviewed by the remuneration committee of the Company with reference to his qualification and experience, his duties and responsibilities in the Company and the Company's performance.

Save as disclosed above, Mr. Hon Kwok Ping, Lawrence held no other directorships in any other listed companies in the last three years, and Mr. Hon Kwok Ping, Lawrence is not connected with any directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to the above directors which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning the above directors that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“AGM”) of Vital Mobile Holdings Limited (the “Company”) will be held at Room 1804, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 24 May 2018 at 11:00 a.m. for the following purposes:

1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “Directors”) and auditors of the Company for the year ended 31 December 2017;
2. to consider:
 - (a) to re-elect Mr. Rong Shengli as executive Director;
 - (b) to re-elect Mr. Yin Xuquan as executive Director; and
 - (c) to re-elect Mr. Hon Kwok Ping, Lawrence as an independent non-executive Director.
3. to authorize the board of Directors to fix the remuneration of the Directors;
4. to re-appoint Deloitte Touche Tohmatsu as auditors of the Company and authorize the board of Directors to fix their remuneration;
5. As special business, to consider and, if thought fit, pass with or without alterations, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (c) below, 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 additional shares in the share capital of the Company or securities convertible into shares of the Company, or options, warrants or similar rights to subscribe for shares of the Company or such convertible securities, and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries for the grant or issue to eligible participants thereunder or rights to acquire shares in the capital of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company in force from time to time, shall not exceed 20% of the total number of shares of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution:

“**Relevant Period**” means the period from 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 or any applicable laws of Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meetings.

“**Rights Issue**” means the allotment, issue or grant of shares or securities convertible into shares of the Company pursuant to an offer of shares of the Company open for a period fixed by the directors of the Company to the holders of shares or of such securities or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or of such securities or any class thereof as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

6. As special business, to consider and, if thought fit, pass with or without alterations, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back its shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved; and
- (b) the total number of shares of the Company to be bought back pursuant to the approval in paragraph (a) above of this Resolution during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue on the date of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from 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 or any applicable laws to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meetings.”

NOTICE OF ANNUAL GENERAL MEETING

7. As special business to consider and, if thought fit, pass with or without alterations, the following resolution as an ordinary resolution:

“**THAT** conditional upon Resolutions nos. (5) and (6) above being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with shares of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers pursuant to Resolutions no. (5) be and is hereby extended by the number of shares of the Company bought back by the Company since the granting of a general mandate to the Directors to exercise the powers of the Company to buy back such shares pursuant to Resolution no. (6) above, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue on the date of this Resolution.”

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

Hong Kong, 23 April 2018

Principal Place of Business in Hong Kong:

Suite B, 16/F, W Square
314-324 Hennessy Road
Wanchai
Hong Kong

As at the date hereof, the executive Directors of the Company are Ms. Rong Xiuli, Mr. Rong Shengli, Mr. Yin Xuquan and Mr. Tang Shun Lam; and the independent non-executive Directors of the Company are Mr. Hon Kwok Ping, Lawrence, Mr. Lam Yiu Kin and Mr. Tsang Yat Kiang.

Notes:

1. A shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxy(ies) (if he/she/it is the holder of two or more shares) to attend and on a poll, vote instead of him/her at the AGM that the appointment shall specify the number and class of shares in respect of which such proxy is so appointed. A proxy need not be a member of the Company.
2. In order to be valid, 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 such power of authority, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

4. For the purpose of ascertaining shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 18 May 2018 to Thursday, 24 May 2018, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, shareholders must lodge all transfer documents accompanied by the relevant share certificates for Registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 17 May 2018.

5. Where there are joint registered holders of any shares, any one of such joint holders may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.