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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 stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Vital Mobile Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker 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) DECLARATION AND PAYMENT OF THE SPECIAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

(2) PROPOSED CHANGE OF COMPANY NAME

(3) RE-ELECTION OF DIRECTOR

AND

(4) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM of the Company to be held at Suite B, 16/F., W Square, 314-324 Hennessy Road, Wanchai, Hong Kong on Tuesday, 9 July 2019 at 2:30 p.m. is set out on pages 10 to 11 of this circular.

A form of proxy for the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM 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 EGM or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish. If you attend and vote at the EGM, the authority of your proxy will be revoked.

20 June 2019

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended and restated from time to time
“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
“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
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Suite B, 16/F., W Square, 314-324 Hennessy Road, Wanchai, Hong Kong on Tuesday, 9 July 2019 at 2:30 p.m. for the purpose of considering and if thought fit, approving the resolutions proposed in this circular
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	18 June 2019, 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

DEFINITIONS

“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Vital Mobile Holdings Limited” to “Vital Innovations Holdings Limited” and the proposed change of the dual foreign name in Chinese of the Company from “維太移動控股有限公司” to “維太創科控股有限公司”
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Premium Account”	the share premium account of the Company, the amount standing to the credit of which was approximately RMB311,580,000 as at 31 December 2018 based on the audited consolidated financial statement of the Company as at that date
“Special Dividend”	the proposed special dividend of HK\$0.10 (equivalent to approximately RMB0.09) per Share as recommended by the Board
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	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:

Rong Xiuli
Rong Shengli
Tang Shun Lam
Yin Xuquan
Wong Ho Chun

Registered Office:

Cricket Square,
Hutchins Drive
P. O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent Non-executive Directors:

Hon Kwok Ping, Lawrence
Lam Yiu Kin
Han Xiaojing

Principal Place of Business

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

Hong Kong, 20 June 2019

To the Shareholders

Dear Sir or Madam,

**(1) DECLARATION AND PAYMENT OF THE SPECIAL
DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT
(2) PROPOSED CHANGE OF COMPANY NAME
(3) RE-ELECTION OF DIRECTOR
AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 14 June 2019 in relation to the proposed declaration and payment of the Special Dividend out of the Share Premium Account and the Proposed Change of Company Name; and the announcement made on 6 June 2019 in relation to the appointment of Director.

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the EGM, to enable you to make a decision on whether to vote for or against the ordinary resolutions and special resolution in connection with such matters to be proposed at the forthcoming EGM.

LETTER FROM THE BOARD

2. DECLARATION AND PAYMENT OF THE SPECIAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

Subject to approval of the Shareholders, the Board proposed the declaration and payment of the Special Dividend of HK\$0.10 (equivalent to approximately RMB0.09) per Share out of the Share Premium Account.

As at the Latest Practicable Date, there were a total of 850,000,000 Shares in issue. Based on the number of issued Shares as at the Latest Practicable Date, the Special Dividend, if declared and paid, will amount to approximately HK\$85,000,000 (equivalent to approximately RMB75,000,000). Subject to the fulfilment of the conditions set out in the section headed “Conditions of the Payment of the Special Dividend out of the Share Premium Account” below, the Special Dividend is intended to be paid out of the Share Premium Account pursuant to Article 134 of the Articles of Association.

As at 31 December 2018, based on the audited consolidated financial statements of the Company, the amount standing to the credit of the Share Premium Account was approximately RMB311,580,000. Following the payment of the Special Dividend, there will be a remaining balance of approximately RMB236,580,000 standing to the credit of the Share Premium Account.

Conditions of the Payment of the Special Dividend out of the Share Premium Account

The payment of the Special Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Special Dividend out of the Share Premium Account pursuant to Article 134 of the Articles of Association; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Special Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business.

Subject to the fulfillment of the above conditions, it is expected that the Special Dividend will be paid in cash no later than 9 August 2019 to those Shareholders whose names appear on the register of members of the Company at close of business on 15 July 2019, being the record date for determination of entitlements to the Special Dividend.

The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Special Dividend will not be paid.

Reasons for and effect of the payment of the Special Dividend out of the Share Premium Account

To reward the Shareholders, the Board considers it appropriate to distribute the Special Dividend to repay the Shareholders’ support.

LETTER FROM THE BOARD

The payment of the Special Dividend out of the Share Premium Account does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

After taking into consideration of the existing cash flows of the Group, the Board considers that the Company has sufficient cash flows to pay the Special Dividend. The payment of the Special Dividend out of the Share Premium Account will not have any material adverse effect on the financial position of the Group.

The Directors consider that the proposed declaration and payment of the Special Dividend out of the Share Premium Account is in the interests of the Company and its Shareholders as a whole.

3. PROPOSED CHANGE OF COMPANY NAME

Subject to the conditions set out in the paragraph headed “Conditions of the Proposed Change of Company Name” below, the Board proposes to change the English name of the Company from “Vital Mobile Holdings Limited” to “Vital Innovations Holdings Limited” and to change the dual foreign name in Chinese of the Company from “維太移動控股有限公司” to “維太創科控股有限公司”.

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the fulfilment of the following conditions:

- (a) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the EGM; and
- (b) the approval of the Registrar of Companies in the Cayman Islands having been obtained for the Proposed Change of Company Name.

Subject to the satisfaction of all the above conditions, the Proposed Change of Company Name will take effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names for trading in the Shares of the Company on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

Reasons for the Proposed Change of Company Name

The Company is principally engaged in providing services and supply of mobile phone and mobile phone related business. Going forward, the Company will also emphasise on Innovation and Technology. Accordingly, the Board considers that the Proposed Change of Company Name will provide the Company with a new corporate image and also better reflect its current operations and the direction of future development of the Company. The Board believes that the Proposed Change of Company Name is beneficial to the business development of the Group and is in the best interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the existing Shareholders or the Company's daily business operations and/or its financial position. All existing share certificates of the Company in issue bearing the current name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to the shares of the Company and will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the new name of the Company. Once the Proposed Change of Company Name becomes effective, new certificates of securities of the Company will be issued only in the new name of the Company.

In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company will also be changed after the Proposed Change of Company Name becomes effective.

Further announcement(s) will be made by the Company in relation to the effective date of the Proposed Change of Company Name and the change in stock short names.

4. RE-ELECTION OF DIRECTOR

Reference is made to the announcement of the Company dated 6 June 2019 in relation to, amongst others, the appointment of Mr. Han Xiaojing as an independent non-executive Director of the Company. In accordance with article 83(3) of the Articles of Association, Mr. Han Xiaojing shall hold office only until the first general meeting of the Company after his appointment. Mr. Han Xiaojing being eligible, will offer himself for re-election at the EGM.

Particulars of Mr. Han Xiaojing are set out in the Appendix to this circular.

5. EGM AND PROXY ARRANGEMENT

The notice of EGM is set out on pages 10 to 11 of this circular. At the EGM, ordinary resolutions will be proposed to approve (i) the declaration and payment of the Special Dividend out of the Share Premium Account and (ii) the re-election of Director; and a special resolution will be proposed to approve the Proposed Change of Company Name.

A form of proxy for the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.vital-mobile.com). Whether or not you intend to attend and vote at the EGM 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, Wanchai Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjournment thereof should you so wish and, in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

6. VOTING BY POLL

All the resolutions set out in the notice of the EGM 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 EGM.

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 EGM, the poll results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.vital-mobile.com).

7. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 4 July 2019 to Tuesday, 9 July 2019 (both dates inclusive) and from Tuesday, 16 July 2019 to Thursday, 18 July 2019 (both dates inclusive), during which periods no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration before 4:30 p.m. on Wednesday, 3 July 2019. In order to qualify for the proposed special dividend (subject to the approval by shareholders at the forthcoming Meeting), all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration before 4:30 p.m. on Monday, 15 July 2019.

8. RECOMMENDATION

The Directors consider that the proposed declaration and payment of the Special Dividend out of the Share Premium Account the re-election of Director and the Proposed Change of Company Name are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

9. 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; (ii) no Shareholders are required to abstain from voting in respect of the resolutions to approve the declaration and payment of the Special Dividend, the re-election of Director, and the Proposed Change of Company Name; and (iii) there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board
Vital Mobile Holdings Limited
Rong Xiuli
Chairperson

APPENDIX DETAILS OF DIRECTOR PROPOSED TO BE RE-ELECTED

Details of the Director proposed to be re-elected at the EGM are set out as follows:

Mr. Han Xiaojing (“**Mr. Han**”), aged 64, is the founding partner of the Commerce & Finance Law Offices. He has over 30 years’ experience in the practice of corporate and securities laws in the PRC, especially in the restructuring of largescale state-owned enterprises and private companies and offshore listing of PRC companies. Mr. Han is currently an independent non-executive director of Far East Horizon Limited, a company listed on the Stock Exchange (Stock code: 3360) since March 2011; and an independent non-executive director of Sino-Ocean Group Holding Limited, a company listed on the Stock Exchange (Stock code: 3377) since June 2007. He has been serving as an independent director of Ping An Bank Co., Ltd., a company listed on the Shenzhen Stock Exchange, since February 2014, an independent director of Beijing Sanju Environmental Protection and New Material Co., Ltd., a company listed on the Shenzhen Stock Exchange, since April 2014 and an external director of China National Aviation Fuel Group Limited since December 2017. In addition, he was an independent non-executive director of Sinotrans Limited, a company listed on the Stock Exchange (Stock code: 598) from October 2014 until October 2017; a supervisor of Beijing Capital International Airport Company Limited and an independent director of Shenzhen Overseas Chinese Town Holding Company Limited, a company listed on the Shenzhen Stock Exchange. Mr. Han graduated from the China University of Political Science and Law and obtained a master’s degree in Law in 1985. Save as disclosed above, Mr. Han has not held any other directorships in listed companies in the last three years.

As at the date hereof, Mr. Han does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), and has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company. By an appointment letter entered into with the Company, Mr. Han shall serve as an independent non-executive Director for a term of three years. He is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company. The director’s fee payable to him is fixed at the rate of HK\$360,000 per annum, which was determined by the Board with reference to his experience, duties and responsibilities in the Company as well as the current market rate. Save as disclosed above, there is no other matters concerning Mr. Han’s re-election that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF EXTRAORDINARY 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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (“EGM”) of Vital Mobile Holdings Limited (the “Company”) will be held at Suite B, 16/F., W Square, 314-324 Hennessy Road, Wanchai, Hong Kong on 9 July 2019 at 2:30 p.m. for the following purposes:

To consider and, if thought fit, to pass with or without modification the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** the declaration and payment of a special dividend of HK\$0.10 (equivalent to approximately RMB0.09) per ordinary share out of the share premium account of the Company (the “**Special Dividend**”) to shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board of directors of the Company (the “**Board**”) for determining the entitlements to the Special Dividend be and is hereby approved and any director of the Company be and is hereby authorised to take such action, do such things and execute such further documents as the director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Special Dividend.”
2. “**THAT:**
 - (i) the re-election of Mr. Han Xiaojing as an independent non-executive director of the Company be and is hereby approved; and
 - (ii) the board of directors of the Company be and is hereby authorised to determine his remuneration, and to do all such acts and things to give effect to or in connection with this resolution.”

SPECIAL RESOLUTION

3. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, (i) the English name of the Company be changed from “Vital Mobile Holdings Limited” to “Vital Innovations Holdings Limited”; and (ii) the dual foreign name in Chinese of the Company be changed from “維太移動控股有限公司” to “維太創科控股有限公司” (the “**Change of Company Name**”) and that any one of the directors or the company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, and make all such arrangements as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company

NOTICE OF EXTRAORDINARY GENERAL MEETING

Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 20 June 2019

Principal Place of Business in Hong Kong:
Suite B, 16/F., W Square,
314-324 Hennessy Road,
Wanchai, Hong Kong

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

Notes:

1. The resolution at the EGM (except those relate to the procedural or administrative matters, which should be taken by a show of hands as the chairman of the EGM may decide, in good faith) will be taken by a poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy (or more than one proxy if he/she is the holder of two or more shares) to attend and, on a poll, vote on his/her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the form of proxy shall specify the number of shares in respect of which each such proxy is so appointed. In case of a poll every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The register of members of the Company will be closed from Thursday, 4 July 2019 to Tuesday, 9 July 2019 (both dates inclusive) and from Tuesday, 16 July 2019 to Thursday, 18 July 2019 (both dates inclusive), during which periods no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration before 4:30 p.m. on Wednesday, 3 July 2019. In order to qualify for the proposed special dividend (subject to the approval by shareholders at the forthcoming Meeting), all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration before 4:30 p.m. on Monday, 15 July 2019.
5. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force within a period of two (2) hours before the commencement of the EGM, the EGM will be postponed or adjourned. The Company will post an announcement on the websites of the Company (www.vital-mobile.com) and The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting. The EGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the EGM under bad weather condition bearing in mind their own situations.
6. References to time and dates of this notice are to Hong Kong time and dates.