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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)**

**(1) GRANT OF SHARE OPTIONS;  
(2) AMENDMENTS TO THE SHARE AWARD PLAN;  
AND  
(3) EXEMPTED CONNECTED TRANSACTION —  
GRANT OF SHARE AWARDS TO CONNECTED PERSONS**

**(1) GRANT OF SHARE OPTIONS**

This announcement is made pursuant to Rule 17.06A of the Listing Rules. The Board announces that 18,300,000 Options were granted to Mr. MATSUZAWA Masaaki, an executive Director of the Company, and 4 other employees on 23 July 2021 under the Share Option Scheme, subject to the acceptance of the Grantees:

The followings are the details of the Options granted:

|                                                                                                              |                     |
|--------------------------------------------------------------------------------------------------------------|---------------------|
| Date of Grant:                                                                                               | 23 July 2021        |
| Number of Options granted:                                                                                   | 18,300,000          |
| Exercise price of Options:                                                                                   | HK\$8.70 per Share  |
| Closing price of the Share on<br>the date of grant:                                                          | HK\$8.30 per Share  |
| Average closing price of the Share for<br>the five business days immediately<br>preceding the Date of Grant: | HK\$8.692 per Share |

Vesting period:

The Options shall vest as follows:

- 20% shall vest on the first anniversary of the Vesting Commencement Date; and
- 80% shall vest in 48 equal monthly installments following the first anniversary, subject to his continued service relationship with the Company on such vesting dates.

Validity period of Options:

Ten (10) years, from 23 July 2021 to 22 July 2031 (both days inclusive)

Amongst the Options granted above, a total of 10,000,000 Options were granted to Mr. MATSUZAWA Masaaki, an executive Director.

The Options are subject to the terms and conditions of the Share Option Scheme and share option agreements covering the grants. The grant of Options to Mr. MATSUZAWA Masaaki has been approved by the independent non-executive Directors in accordance with Rule 17.04(1) of the Listing Rules. Mr. MATSUZAWA Masaaki had abstained from voting on the resolution relating to the Options granted to himself and had not been counted towards the quorum of the Board meeting in respect of such resolution.

Save as disclosed above, none of the grantees is a director, chief executive or substantial shareholder of the Company or an associate (as defined under the Listing Rules) of any of them.

The grant of the Options enables the Company to attract, retain, incentivise, reward and remunerate the Grantees, and encourage them to work towards enhancing the value of the Company and the Shares for the benefit of the Company and Shareholders as a whole.

## **(2) AMENDMENTS TO THE SHARE AWARD PLAN**

Reference is made to the announcement of Vobile Group Limited dated 6 May 2019 in relation to the adoption of the Share Award Plan (the “**Announcement**”). Unless context requires otherwise, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

Pursuant to the Share Award Plan Rules, the Board may alter the Share Award Plan Rules without the prior written consent of the Selected Persons if the alteration will not adversely affect any subsisting rights of Selected Persons in respect of their unvested Awarded Shares.

In order to provide the Company with additional flexibility when utilising the Share Award Plan and enable the Group to optimise the Share Award Plan, the Board resolved on 23 July 2021 to make certain amendments to the Share Award Plan to allow the Company to satisfy Awards by

allotting and issuing new Shares to the Trustee, in addition to the existing mechanism of funding the on-market purchases of Shares by the Trustee. The Board shall decide at its discretion whether the Awarded Shares are to be allotted and issued to, or purchased on the market by, the Trustee. The Board also resolved on 23 July 2021 to change the expiry date of the Share Award Plan from 5 May 2029 to 22 July 2031.

Save as aforesaid, all other provisions of the Share Award Plan shall remain substantially unchanged.

### **Implications under the Listing Rules**

The Share Award Plan does not constitute a share option scheme or an arrangement analogous to a share option scheme for the purposes of Chapter 17 of the Listing Rules. It is a discretionary award scheme of the Company. No Shareholders' approval is required for the adoption of, and the aforementioned amendments to, the Share Award Plan, and these amendments to the Share Award Plan is announced on a voluntary basis.

Pursuant to the amended Share Award Plan, no Award made to any connected person of the Company shall be satisfied by way of the allotment and issue of new Shares.

If new Shares are to be allotted and issued by the Company to the Trustee to satisfy an Award, the Board shall do so using the general mandate granted to the Board by the Shareholders from time to time unless separate Shareholders' approval is obtained in a general meeting of the Company.

### **(3) EXEMPTED CONNECTED TRANSACTIONS — GRANT OF SHARE AWARDS TO CONNECTED PERSONS**

On 23 July 2021, the Company granted Awards to five Directors and a former Director under the amended Share Award Scheme for a total of 264,000 Shares, as incentive bonuses, subject to acceptance by the six Directors. Each of the following Awards was granted, among other terms, for nil consideration, and shall be satisfied by on-market purchases of Shares by the Trustee:

| <b>Name of Grantee</b>  | <b>Position</b>                           | <b>Number of Shares involved</b> |
|-------------------------|-------------------------------------------|----------------------------------|
| Mr. J David WARGO       | Non-executive Director                    | 44,000                           |
| Mr. WONG Wai Kwan       | Non-executive Director                    | 44,000                           |
| Mr. CHAN King Man Kevin | Independent non-executive Director        | 44,000                           |
| Mr. Alfred Tsai CHU     | Independent non-executive Director        | 44,000                           |
| Mr. Charles Eric EESLEY | Independent non-executive Director        | 44,000                           |
| Mr. Derek CHANG         | Former independent non-executive Director | 44,000                           |

The closing price of the Shares on the date of grant was HK\$8.30 per Share and the average closing price of the Share for the five business days immediately preceding the Date of Grant was HK\$8.692 per Share.

The grant of the annual Awards to the Award Holders enables the Company to attract, retain, incentivise, reward and remunerate the Award Holders, and encourage them to work towards enhancing the value of the Company and the Shares for the benefit of the Company and Shareholders as a whole.

### **Implication under the listing rules**

The Share Award Scheme does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules and is a discretionary scheme of the Company. The grant of the Awards has been approved by the independent non-executive Directors, except that the relevant Directors to whom the grant was related had abstained from approving the grant to himself.

As all six Awardees are Directors or the former Director and hence connected persons of the Company, each grant of the Awards constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As all the relevant percentage ratios are less than 0.1%, and the Awards are on normal commercial terms, each grant of the Awards is fully exempt from the reporting, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

### **DEFINITIONS**

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

|                   |                                                                                                                                                                              |
|-------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Award(s)”        | a provisional award of Shares by the Board to Awardee(s) pursuant to the Share Award Plan, and “Awards” shall be construed accordingly                                       |
| “Award Holder(s)” | the employee(s), director(s), officer(s), consultant(s) or advisor(s) of any member of the Group who is granted Award(s) in accordance with the Share Award Plan             |
| “Board”           | the board of Directors of the Company                                                                                                                                        |
| “Company”         | Vobile Group Limited (阜博集團有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange |
| “Director(s)”     | the director(s) of the Company                                                                                                                                               |
| “Grantee(s)”      | the employee(s), consultant(s) and director(s) of the Group who are granted Options in accordance with the Share Option Scheme                                               |

|                             |                                                                                                                       |
|-----------------------------|-----------------------------------------------------------------------------------------------------------------------|
| “HK\$”                      | Hong Kong dollars, the lawful currency of Hong Kong                                                                   |
| “Hong Kong”                 | the Hong Kong Special Administrative Region of the People’s Republic of China                                         |
| “Listing Rules”             | The Rules Governing the Listing of Securities on the Stock Exchange                                                   |
| “Option(s)”                 | share options(s) to subscribe for Shares(s) to be granted under the Share Option Scheme                               |
| “Share(s)”                  | existing ordinary share(s) in the capital of the Company with a nominal value of US\$0.000025 each                    |
| “Shareholders”              | holders of Shares                                                                                                     |
| “Share Award Plan”          | The share award plan of the Company adopted on 6 May 2019, and where appropriate, includes all amendments thereto     |
| “Share Option Scheme”       | The share option scheme of the Company adopted on 8 December 2017                                                     |
| “Stock Exchange”            | The Stock Exchange of Hong Kong Limited                                                                               |
| “Vesting Commencement Date” | the vesting commencement date as specified in the share option agreement entered between the Company and the Grantees |

By order of the Board  
**Vobile Group Limited**  
**Yangbin Bernard Wang**  
*Chairman*

Hong Kong, 25 July 2021

*As at the date of this announcement, the board of directors of the Company comprises Mr. Yangbin Bernard WANG and Mr. MATSUZAWA Masaaki as executive directors; Mr. J David WARGO and Mr. WONG Wai Kwan as non-executive directors; and Mr. CHAN King Man Kevin, Mr. Alfred Tsai CHU, Mr. Charles Eric EESLEY and Mr. KWAN Ngai Kit as independent non-executive directors.*