

IMPORTANT

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MOBICON GROUP LIMITED

萬保剛集團有限公司*

(the "Company")

(Incorporated in Bermuda with limited liability)

(Stock Code: 1213)

Executive Directors:

Hung Kim Fung, Measure (*Chairman*)
Yeung Man Yi, Beryl (*Deputy Chairman and
Chief Executive Officer*)
Hung Ying Fung
Yeung Kwok Leung, Allix

Independent Non-Executive Directors:

Charles E. Chapman
Leung Wai Cheung
Ku Wing Hong, Eric

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Office:

7th Floor, New Trend Centre
704 Prince Edward Road East
San Po Kong
Kowloon
Hong Kong

6 July 2016

To the shareholders of the Company (the "Shareholders"),

Dear Sir or Madam,

**GENERAL MANDATES FOR THE ISSUE OF NEW SHARES AND
THE REPURCHASE BY THE COMPANY OF ITS OWN SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

GENERAL MANDATE TO ISSUE NEW SHARES

Approval is being sought from the Shareholders at the annual general meeting to be held by the Company on Monday, 8 August 2016 (the "Annual General Meeting") to grant to the directors of the Company (the "Directors") a general mandate to issue new shares of HK\$0.10 each of the Company (the "Shares") in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable for the Company to issue Shares equal in aggregate to up to 20 per cent. of its issued share capital as at the date of the passing of the relevant resolution (the "Share Issue Mandate"). Assuming that no further Shares will be issued and repurchased prior to the Annual General Meeting, and on the

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basis of 200,000,000 Shares in issue as at 28 June 2016 (being the latest practicable date prior to the printing of this circular) (the “Latest Practicable Date”), exercise in full of the Share Issue Mandate could accordingly result in up to a maximum of 40,000,000 Shares issued by the Company. The obtaining of the Share Issue Mandate is in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The Directors wish to state that they have no immediate plans to issue any new share of the Company. The Share Issue Mandate authorises the Directors to allot, issue and otherwise deal with the Shares during the period from the passing of the relevant ordinary resolution at the Annual General Meeting until (i) the conclusion of the next annual general meeting of the Company; or (ii) when revoked or varied by ordinary resolution of the Shareholders in general meeting of the Company; or (iii) the expiration of the period within which the next annual general meeting of the Company is required by statute or the bye-laws of the Company (the “Bye-laws”) to be held, whichever occurs first.

SHARE BUY BACK MANDATE

The Listing Rules permit companies with a primary listing on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) to repurchase their own securities, subject to certain restrictions, on the Stock Exchange. At the Annual General Meeting, an ordinary resolution will be proposed to grant the Directors a general mandate to, inter alia, repurchase up to 10 per cent. of the issued share capital of the Company as at the date of the passing of the relevant resolution (the “Buyback Mandate”). In addition, subject to the passing of the proposed ordinary resolutions regarding the Share Issue Mandate and the Buyback Mandate, a separate resolution will also be proposed at the Annual General Meeting to grant a general mandate to the Directors to include the aggregate nominal amount of Shares which may from time to time be repurchased by the Company pursuant to the Buyback Mandate to the Share Issue Mandate. The Company is required by the relevant rules set out in the Listing Rules regulating such share repurchases to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. Such information is provided below:

(i) Listing Rules

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their fully-paid up securities on the Stock Exchange subject to certain restrictions.

(ii) Exercise of the Buyback Mandate

Assuming that no further Shares will be issued and repurchased prior to the Annual General Meeting, and on the basis of 200,000,000 Shares in issue as at Latest Practicable Date, exercise in full of the Buyback Mandate could accordingly result in up to a maximum of 20,000,000 Shares, which represents 10 per cent. of the issued share capital of the Company, repurchased by the Company during the course of the period from the passing of the relevant ordinary resolution granting the Buyback Mandate until (i) the conclusion of the next annual general meeting of the Company; or (ii) when revoked or varied by ordinary resolution of the Shareholders in general meeting of the Company; or (iii) the expiration of the period within which the next annual general meeting of the Company is required by statute or the Bye-laws to be held, whichever occurs first.

(iii) Reasons for repurchase

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

(iv) Funding of repurchase

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-laws and the laws of Bermuda. It is envisaged that the funds required for any repurchase would be derived from the distributable profits of the Company. In the event that any repurchase will or will be likely to have an adverse impact on the working capital or gearing position of the Company, the Company will not proceed with such repurchase.

There may be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts of the Company for the financial year ended 31 March 2016, such audited accounts were contained in the Company's Annual Report 2015/2016) in the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Buyback Mandate to such extent as would, in the circumstances and in the opinion of the Directors, have a material adverse effect on the working capital of the Company or its gearing level.

(v) General

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective associates, has any present intention, if the Buyback Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he or she or it has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the power of the Company to make repurchases pursuant to the proposed Buyback Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

If as a result of a Share repurchase, 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 the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code") currently in force and issued by the Securities and Futures Commission of Hong Kong. As a result, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and becomes obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, M2B Holding Limited, Bestmark Management Limited and Mr. Hung Ying Fung were the registered holders of 90,000,000 Shares, 30,000,000 Shares and 26,990,000 Shares respectively representing approximately 45 per cent., 15 per cent. and 13.50 per cent. of the issued share capital of the Company respectively. In the event that the power to repurchase Shares is exercised in full, the shareholding of M2B Holding Limited, Bestmark Management Limited and Mr. Hung Ying Fung together with their respective associates, in the Company would be increased to approximately 50 per cent., 16.67 per cent. and 14.99 per cent. of the issued share capital of the Company respectively. The Directors are aware that such increase may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code and reduce the amount of Shares held by the public to less than 25 per cent.. The Company has no intention to repurchase Shares to such an extent which will result in the amount of Shares held by the public being reduced to less than 25 per cent.. The Company has no present intention to exercise the Buyback Mandate to such an extent as would result in takeover obligations.

The Company has not repurchased any securities of the Company on the Stock Exchange or otherwise in the six months prior to the date of this circular.

(vi) Share prices

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

2015 month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
June	2.36	2.02
July	3.85	1.43
August	2.51	1.55
September	1.81	1.79
October	2.89	1.80
November	2.46	1.94
December	2.09	1.72
 2016 month	 Highest <i>HK\$</i>	 Lowest <i>HK\$</i>
January	2.00	1.56
February	1.87	1.72
March	1.98	1.60
April	1.88	1.53
May	1.73	1.56
June (up to the Latest Practicable Date)	1.70	1.58

RE-ELECTION OF DIRECTORS

Currently, two Directors are subject to retirement by rotation at the Annual General Meeting under the Bye-laws, namely, Mr. Yeung Kwok Leung, Allix ("Mr. Yeung") and Dr. Leung Wai Cheung ("Dr. Leung"). Both of Mr. Yeung and Dr. Leung, being eligible, offer themselves for re-election.

Mr. Yeung, aged 53, executive Director

Mr. Yeung was appointed on 30 January 2001. He is responsible for the management and business development of the retail business in PRC and Asia Pacific region of the Group. Mr. Yeung was a founder of the Group, and has over 32 years of experience in the electronics and computer industry. Other than holding the directorships in the Company and in the following subsidiaries and associate of the Group, Mr. Yeung has not held any directorship in any other public listed companies in the last three years:

Create Tech Software Systems Limited, Maxfair Distribution Limited, Mobicon (BVI) Limited, Mobicon Agent Limited, Mobicon Holdings Limited, Mobicon-Remote Electronic Pte Ltd. and Mobicon-Remote Electronic Sdn. Bhd..

As at the Latest Practicable Date, the interests and short positions of Mr. Yeung in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO and the Model Code for Securities Transactions by Directors of Listed Companies were as follows:

Long position in the Shares and shares of an associated corporation

- (i) Ordinary shares of HK\$0.10 each in the Company

Number	Capacity	Percentage of issued share capital
30,000,000	Corporate interest (<i>Note</i>)	15%

Note: These shares are held by Bestmark Management Limited, a company owned as to 50% by Mr. Yeung and the remaining 50% by his wife, Ms. Wan Lam Keng ("Ms. Wan"). Accordingly, Mr. Yeung and Ms. Wan were deemed to be interested in 30,000,000 shares of the Company under the SFO. The interests of Mr. Yeung and Ms. Wan were in respect of the same interest and duplicated each other.

- (ii) Non-voting deferred shares of HK\$1.00 each in a subsidiary – Maxfair Distribution Limited

Number	Capacity	Percentage of issued share capital
200,000	Personal interest	20%

Mr. Yeung as an executive Director has entered into a service contract with the Company for an initial fixed term of three years commencing from 1 April 2001 pursuant to which Mr. Yeung is entitled to annual emoluments (inclusive of bonus entitlement) of HK\$845,000, and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. The basis of determination of his emoluments is by reference to market terms, and performance, qualification and experience of Mr. Yeung. His salary shall be reviewed at the discretion of the Board (or its designated committee) and decided by the Board (or its designated committee) after he was completed each year of service. Moreover, Mr. Yeung is the brother of Ms. Yeung Man Yi, Beryl, the Deputy Chairman, an executive Director and the Chief Executive Officer of the Company and the brother-in-law of Dr. Hung Kim Fung, Measure, the Chairman and an executive Director of the Company. Save as disclosed above, Mr. Yeung is not related to any other directors, senior management or substantial or controlling shareholders of the Company.

Dr. Leung, aged 51, independent non-executive Director

Dr. Leung was appointed as an independent non-executive Director on 18 April 2001. He has not held any directorship in any other public listed companies in the last three years, or any other position with the Company or other members of the Group or other major appointments. Dr. Leung is a qualified accountant and chartered secretary with over 27 years of experience in accounting, auditing and financial management. He graduated from Curtin University with a Bachelor of Commerce Degree majoring in accounting and subsequently obtained a postgraduate diploma in corporate administration, a Master degree of Professional Accounting from the Hong Kong Polytechnic University, a Doctor degree of Philosophy in Management from the Empresarial University of Costa Rica and a Doctor degree of Education in Educational Management from Bulacan State University. He is an associate member of each of the Hong Kong Institute of Certified Public Accountants, CPA Australia, the Institute of Chartered Accountants in England and Wales, the Institute of Chartered Secretaries and Administrators, the Hong Kong Institute Secretaries and the Taxation Institute of Hong Kong and a fellow member of the Association of Chartered Certified Accountants. Dr. Leung is also a visiting lecturer of the Hong Kong University (SPACE).

Dr. Leung is not related to any other directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Dr. Leung did not have any interests in the Shares within the meaning of Part XV of the SFO. As Dr. Leung did not actively involve in the daily operation of the Group nor does he have any direct interest in the Company, the Board considers that Dr. Leung is independent notwithstanding that he has served as an independent non-executive Director of the Company for more than nine years. Given his experience and expertise in corporate management, the Board is of the view that Dr. Leung should be re-elected as an independent non-executive Director.

Dr. Leung has entered into a letter of appointment with the Company and is not appointed for a specific term but is subject to retirement by rotation at annual general meetings of the Company in accordance with the Bye-laws. The director's fee of Dr. Leung is currently HK\$120,000 per annum. The basis of determination of his director's fee is by reference to the market terms, and performance, qualification and experience of Dr. Leung. Other than director fee's, Dr. Leung is not entitled to any other emoluments. His salary shall be reviewed at the discretion of the Board (or its designated committee) and decided by the Board (or its designated committee) after he was completed each year of service.

Save as disclosed above, each of Mr. Yeung and Dr. Leung and the Board confirms that there are no matters concerning the re-election of Mr. Yeung and Dr. Leung that are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders.

RECOMMENDATION

The Directors consider that the adoption of the general mandate to issue Shares and the Buyback Mandate and the re-election of retiring Directors are in the best interests of the Company and its Shareholders as a whole and accordingly the Directors recommend that all Shareholders should vote in favour of the relevant ordinary resolutions as set out in the Notice of Annual General Meeting at the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and 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
Mobicon Group Limited
Hung Kim Fung, Measure
Chairman

NOTICE OF ANNUAL GENERAL MEETING



MOBICON GROUP LIMITED

萬保剛集團有限公司*

(the "Company")

(Incorporated in Bermuda with limited liability)

(Stock Code: 1213)

NOTICE IS HEREBY GIVEN that the annual general meeting of the abovenamed company (the "Company") will be held at Yau Yat Chuen Garden City Club, 7 Cassia Road, Yau Yat Chuen, Kowloon, Hong Kong on Monday, 8 August 2016 at 12:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2016.
2. To declare a final dividend of HK0.5 cent per share for the year ended 31 March 2016.
3. To re-elect Mr. Yeung Kwok Leung, Allix as an executive director of the Company.
4. To re-elect Dr. Leung Wai Cheung, as an independent non-executive director of the Company.
5. To authorise the remuneration committee of the Company to fix the remuneration of the directors of the Company.
6. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
7. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

A. "THAT:

- (a) subject to paragraph (c) of this resolution and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), 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 of HK\$0.10 each in the Company (the "Shares") and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);

* For identification purposes only

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- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to a Rights Issue (as hereinafter defined) or scrip dividend scheme of the Company or the exercise of the subscription rights under the share option scheme of the Company shall not exceed twenty per cent. (20%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes 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 bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

B. “THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed ten per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes 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;

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

C. "THAT conditional upon resolution no. 7B above being passed, the aggregate nominal amount of the number of Shares which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution no. 7B above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 7A above."

The register of members of the Company will be closed (i) from Wednesday, 3 August 2016 to Monday, 8 August 2016 (both dates inclusive); and (ii) from Friday, 12 August 2016 to Monday, 15 August 2016 (both dates inclusive) in order to ascertain (i) the right to attend the meeting and (ii) the right to receive the final dividend respectively.

By order of the Board
Mobicon Group Limited
Ho Siu Wan
Company Secretary

Hong Kong, 6 July 2016

Principal Office:
7th Floor, New Trend Centre
704 Prince Edward Road East
San Po Kong
Kowloon
Hong Kong

MEMBERS OF THE BOARD

As at the date of this notice, the board of directors of the Company comprises Dr. Hung Kim Fung, Measure, Madam Yeung Man Yi, Beryl, Mr. Hung Ying Fung, and Mr. Yeung Kwok Leung, Allix as executive Directors and Mr. Charles E. Chapman, Dr. Leung Wai Cheung and Mr. Ku Wing Hong, Eric as independent non-executive Directors.

Notes:

- (1) In order to ascertain the right to attend the meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Branch Share Registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m., Tuesday, 2 August 2016.
- (2) In order to ascertain the right to receive the final dividend payable on Thursday, 25 August 2016, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Branch Share Registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. Thursday, 11 August 2016.
- (3) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (4) In order to be valid, the form of proxy must be lodged with the Company's Share Registrar in Hong Kong as aforesaid, together with a 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, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (5) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.