



MERDEKA

MERDEKA MOBILE GROUP LIMITED

(萬德移動集團有限公司*)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8163)

PROXY FORM

Proxy form for use by the shareholders of Merdeka Mobile Group Limited (the "Company") at the extraordinary general meeting (the "Meeting") to be convened and held at Jasmine Room, 3/F., Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Friday, 19 September 2014 at 11:00 a.m. (or any adjournment thereof).

I/We (note a) _____ of _____ being the holder(s) of _____ (note b) shares of HK\$0.01 each of the Company hereby appoint the chairman (the "Chairman") of the Meeting or _____ of _____ to act as my/our proxy (note c) at the Meeting to be held at Jasmine Room, 3/F., Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Friday, 19 September 2014 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate box to indicate how you wish your votes to be cast (note d).

Table with 3 columns: Ordinary Resolution, FOR, AGAINST. Row 1: To approve, confirm and ratify the Second Supplemental Deed and the transactions contemplated thereunder and to grant a specific mandate to the directors of the Company to allot and issue new ordinary shares of HK\$0.01 each in the share capital of the Company upon exercise of the conversion rights attached to the Convertible Bonds at the conversion price of HK\$0.0462 per share (subject to adjustment) upon and subject to the terms and conditions of the Convertible Bonds as amended by the Second Supplemental Deed.

Dated the _____ day of _____ 2014

Shareholder's signature x _____ x (notes e, f, g and h)

Notes:

- a. Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
b. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
c. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the chairman (the "Chairman") of the Meeting or" and insert the name and address of the person appointed as your proxy in the space provided.
d. If you wish to vote for the resolution set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolution, please tick ("✓") the box marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of the resolution; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
e. In the case of a joint holding, this proxy form may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
f. The proxy form must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
g. To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
h. Any alteration made to this form should be initialled by the person who signs the proxy form.

* for identification purposes only