

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Merdeka Mobile Group Limited (the “**Company**”) will be held on Wednesday, 1 April 2015 at 11:00 a.m. at Jasmine Room, 3/F., Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong for the purposes of considering and, if thought fit, passing the following resolution with or without amendment as ordinary resolution:

ORDINARY RESOLUTION

“THAT

- (a) the conditional sale and purchase agreement (the “**Acquisition Agreement**”) entered into among End User Investments Limited, a wholly-owned subsidiary of the Company, as purchaser, Yihua Enterprises Limited as vendor (the “**Vendor**”) and Cheng Jun and Gao Yun Feng as guarantors dated 31 October 2014 in relation to sale and purchase of the entire issued share capital of, and the shareholder’s loan due by, Blossom Height Ventures Limited at a total consideration of HK\$72 million (a copy of which has been produced to the meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder (the “**Acquisition**”) be and are hereby approved, ratified and confirmed;

* *For identification purpose only*

- (b) the issue by the Company of promissory note (the “**Promissory Note**”) in the principal amount of HK\$32 million to the Vendor upon completion of the Acquisition in accordance with the terms and conditions of the Acquisition Agreement be and is hereby approved;
- (c) the creation and issue by the Company of the zero coupon convertible bonds due 2018 (the “**Convertible Bonds**”) in the principal amount of HK\$40 million to the Vendor upon completion of the Acquisition in accordance with the terms and conditions of the Acquisition Agreement be and is hereby approved;
- (d) the allotment and issue of the new shares (the “**Conversion Shares**”) of the Company upon the exercise of the conversion rights attaching to the Convertible Bonds pursuant to the terms and conditions of the Convertible Bonds be and is hereby approved; and
- (e) any one director of the Company be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take all such steps as he or she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Acquisition Agreement or any transactions contemplated thereunder including but not limited to the issue of the Promissory Note, the Convertible Bonds and the Conversion Shares.”

By order of the Board of
Merdeka Mobile Group Limited
Cheung Wai Yin, Wilson
Chairman and Chief Executive Officer

Hong Kong, 17 March 2015

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands
British West Indies

*Head office and principal place
of business in Hong Kong:*

Room 1502
Chinachem Century Tower
178 Gloucester Road
Wanchai, Hong Kong

Notes:

1. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the share register of the Company in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands for the purposes of the articles of association of the Company be deemed joint holders thereof.
2. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the extraordinary general meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
3. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the branch share registrar of the Company in Hong Kong, Tricor Tengis 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 extraordinary general meeting or adjourned meeting.
5. All voting by the members at the meeting shall be conducted by way of poll.

As at the date of this notice, the Board comprises two executive Directors, namely Mr. Cheung Wai Yin, Wilson and Mr. Lau Chi Yan, Pierre, one non-executive Director, namely Mr. Wong Chi Man and three independent non-executive Directors, namely Ms. Yeung Mo Sheung, Ann, Mr. Ng Kay Kwok and Mr. Yip Kat Kong, Kenneth.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 the information contained in this notice 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 notice misleading.

This notice will remain on the GEM website at <http://www.hkgem.com> on the "Latest Listed Company Information" page for at least seven days from the day of its publication and posting and will be published and remains on the website of the Company at <http://www.merdeka.com.hk>.