

TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED

本申請表格必須整份交回方為有效

Application Form No.
申請表格編號

IMPORTANT
重要提示

IF YOU ARE IN ANY DOUBT ABOUT THIS APPLICATION FORM OR ABOUT ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER OR LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.
閣下如對本申請表格或應採取之行動有任何疑問，應諮詢閣下之股票經紀或持牌證券商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。
THIS APPLICATION FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON FRIDAY, 31 JULY 2015.

本申請表格具有價值，但不可轉讓，並僅供下列名之合資格股東使用。二零一五年七月三十一日(星期五)下午四時正後不得提出申請。
Dealers in the shares of the Company may be settled through the Central Clearing and Settlement System ("CCASS") and you should consult your stockbroker or licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of these settlement arrangements and how such arrangements may affect your rights and interests.

本公司股份之買賣可透過中央結算及交收系統(中央結算系統)進行交收。閣下應諮詢閣下之股票經紀或持牌證券商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問有關交收安排之詳情，以及該等安排對閣下享有之權利及權益所構成之影響。
A copy of this Application Form, together with a copy of the accompanying prospectus of MERDEKA MOBILE GROUP LIMITED (the "Company") dated 17 July 2015 (the "Prospectus"), a copy of the form of application for excess Offer Shares (the "Excess Application Form"), and the documents mentioned in the paragraph headed "Documents delivered to the Registrar of Companies in Hong Kong" in Appendix III to the Prospectus have been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of these documents.

本申請表格之副本連同萬德移動集團有限公司(本公司)刊發日期為二零一五年七月十七日之發售章程(章程)之副本、額外發售股份申請表格(額外申請表格)之副本及章程附錄三「送呈香港公司註冊處處長之文件」一段所述之文件，已根據香港法例第32章公司(清盤及雜項條文)條例第342C條之規定於香港公司註冊處處長登記。香港公司註冊處處長及香港證券及期貨事務監察委員會對此等文件之內容概不負責。
Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this Application Form, 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 Application Form.

香港交易及結算有限公司、香港聯合交易所有限公司(聯交所)及香港中央結算有限公司(香港結算)對本申請表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就本申請表格全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待發售股份獲批准於聯交所上市及買賣後，發售股份將獲香港結算接納為合資格證券，由發售股份於聯交所開始買賣日期或香港結算釐定之有關其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後之第二個交易日透過中央結算系統進行交收。中央結算系統內之一切活動均須根據不時生效之中央結算系統一般規則及中央結算系統運作程序規則進行。

It should be noted that the Shares have been dealt in on an ex-entitlement basis commencing from Wednesday, 8 July 2015 and that dealings in Shares may take place while the conditions to which the Underwriting Agreement is subject remain unfulfilled. Any Shareholder or other person dealing in the Shares up to the date on which all the conditions to which the Open Offer is subject are fulfilled (which is expected to be on Monday, 3 August 2015) will accordingly bear the risk that the Open Offer may not become unconditional or may not proceed. Any Shareholder or other person contemplating selling or purchasing the Shares who is in any doubt about his/her position, is recommended to consult his/her/its own professional adviser.

務請注意，股份已經由二零一五年七月八日(星期三)開始按除權基準進行買賣，而股份或會在包銷協議條件仍有待達成之情況下進行買賣。因此，任何股東或其他於公開發售全部有待達成之條件獲達成當日(預期為二零一五年八月三日(星期一))之前買賣股份之人士，將承擔公開發售可能不會成為無條件或不會繼續進行之風險。任何股東或其他擬出售或購買股份之人士如對本身之地位有任何疑問，應自行諮詢專業顧問意見。

Terms used herein shall have the same meanings as defined in the Prospectus unless the context otherwise requires.

除文義另有所指外，本表格所用詞彙與章程所界定者具有相同涵義。

Hong Kong Branch
Share Registrar:
Tricor Tengis Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

香港股份過戶登記分處:
卓佳登捷時有限公司
香港
皇后大道東183號
合和中心22樓



MERDEKA MOBILE GROUP LIMITED
(萬德移動集團有限公司\*)
(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)
(Stock code: 8163)
(股份代號: 8163)

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

Head office and principal place of business in Hong Kong:
Room 1502
Chinachem Century Tower
178 Gloucester Road
Wanchai, Hong Kong

註冊辦事處:
Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

總辦事處及香港主要營業地點:
香港灣仔
告士打道178號
華懋世紀廣場
1502室

OPEN OFFER ON THE BASIS OF TWO (2) OFFER SHARES FOR EVERY ONE (1) SHARE HELD ON THE RECORD DATE AT THE SUBSCRIPTION PRICE OF HK\$0.09 PER OFFER SHARE
於記錄日期每持有一(1)股股份可獲發兩(2)股公開發售股份之基準
按認購價每股公開發售股份0.09港元
PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER THAN 4:00 P.M. ON FRIDAY, 31 JULY 2015
股款須不遲於二零一五年七月三十一日(星期五)下午四時正接納時全數繳足
APPLICATION FORM
申請表格

Name(s) and address of the Qualifying Shareholder(s)
合資格股東姓名及地址

Form for Name(s) and address of the Qualifying Shareholder(s)

Number of Shares registered in your name on 16 July 2015
於二零一五年七月十六日以前，閣下名義登記之股份數目

Box A
甲欄

Number of Offer Shares in your assured allotment, subject to payment in full on application by not later than 4:00 p.m. on Friday, 31 July 2015
閣下獲保證配發之發售股份數目(惟須不遲於二零一五年七月三十一日(星期五)下午四時正申請時全數繳足有關股款方作實)

Box B
乙欄

Amount payable on assured allotment when applied in full
申請認購全數保證配額時應繳款項

Box C
丙欄

HKS
港元

Box D
丁欄

Number of Offer Shares applied for
申請認購之發售股份數目

Remittance enclosed
隨附股款
HKS
港元

Application can only be made by the Qualifying Shareholder(s) named above.

認購申請僅可由上文列名之合資格股東作出。

Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed (calculated as number of Offer Shares applied for multiplied by HK\$0.09).

請於丁欄填妥所申請認購之發售股份數目及隨附之股款金額(以申請認購之發售股份數目乘以0.09港元計算)。

Any payments for Offer Shares should be rounded up to 2 decimal points.

發售股份之任何付款金額應向上調整至兩個小數點。

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this Application Form. Subject as mentioned in the Prospectus and this Application Form, such offer is made to the Shareholders whose names were on the registers of members of the Company and who were Qualifying Shareholders on the basis of two (2) Offer Shares for every one (1) Share held on 16 July 2015.

閣下有權透過填寫本申請表格申請認購相等於或少於上文乙欄所列閣下獲保證配發之任何發售股份數目。在章程及本申請表格所述者規限下，有關發售建議乃按每持有一(1)股股份可獲發兩(2)股發售股份的基準，向於二零一五年七月十六日名列本公司股東名冊並為合資格股東身份之股東作出。

If you wish to apply for such number of Offer Shares which is more than your assured allotment shown in Box B above, i.e. the excess Offer Shares, you should also fill in the separate Excess Application Form, and lodge it with a separate remittance for full amount payable in respect of the excess Offer Shares.

倘閣下欲申請認購多於上文乙欄所列閣下獲保證配發之有關發售股份數目(即額外發售股份)，則閣下須另行填寫額外申請表格，並連同認購額外發售股份所涉及之全數應繳款項以獨立開出之支票或銀行本票一併交回。

If you wish to apply for any Offer Shares and/or excess Offer Shares, you should complete and sign this Application Form and/or the Excess Application Form, and lodge the form(s) together with the appropriate remittance(s) for the full amount payable in respect of the Offer Shares and/or the excess Offer Shares being applied for with the Company's Hong Kong Branch Share Registrar, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by not later than 4:00 p.m. on Friday, 31 July 2015. All remittance(s) for application of Offer Shares under assured allotment must be in Hong Kong dollars and made payable to "MERDEKA MOBILE GROUP LIMITED - OPEN OFFER ACCOUNT" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No application(s) of Offer Shares and/or excess Offer Shares can be made by any person who is Non-Qualifying Shareholders.

倘閣下欲申請認購任何發售股份及/或額外發售股份，請填妥及簽署本申請表格及/或額外申請表格，並將有關表格連同申請認購發售股份及/或額外發售股份之全數應繳款項之足額股款，於二零一五年七月三十一日(星期五)下午四時正前交回本公司之香港股份過戶登記分處卓佳登捷時有限公司，地址為香港皇后大道東183號合和中心22樓。所有申請認購發售股份的保證配額之股款必須為港元，並須註明抬頭人為"MERDEKA MOBILE GROUP LIMITED - OPEN OFFER ACCOUNT"及以「只准入抬頭人賬戶」方式劃線開出，以及須符合背頁所載手續。身為非合資格股東之人士不得申請認購發售股份及/或額外發售股份。

\* For identification purposes only
\* 僅供識別



MERDEKA

**MERDEKA MOBILE GROUP LIMITED**

(萬德移動集團有限公司\*)

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock code: 8163)

(股份代號: 8163)

To: MERDEKA MOBILE GROUP LIMITED

致: 萬德移動集團有限公司

Dear Sirs,  
敬啟者:

I/We, being the Qualifying Shareholder(s) stated overleaf, enclose herewith a remittance\*\* for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.09 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept that number of Offer Shares on the terms and conditions of the Prospectus dated 17 July 2015 and this Application Form and subject to the memorandum of association of the Company and I/We hereby under take and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send share certificate(s) in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

本人/吾等為背頁所列之合資格股東，現申請認購乙欄(或倘已填妥丁欄，則丁欄)指定之發售股份數目，並附上按每股發售股份0.09港元之價格計算須於申請時繳足之全數股款\*\*。本人/吾等謹此按照日期為二零一五年七月十七日之章程及本申請表格所載之條款及條件，並在貴公司之組織章程大綱限制下接納有關數目之發售股份，而本人/吾等謹此承諾並同意接納相等於或少於與本申請有關之發售股份數目。本人/吾等謹此授權貴公司將本人/吾等之姓名列入股東名冊，作為有關數目或前述數目較少之發售股份之持有人，並請貴公司將有關股票按背頁地址以平郵方式寄予本人/吾等，郵誤風險概由本人/吾等承擔。本人/吾等已詳閱(並同意全部遵守)背頁所載各項條件及申請手續。

Please insert contact  
telephone number  
請填上聯絡電話號碼

Signature(s) of Qualifying Shareholder(s)  
(all joint Qualifying Shareholder(s) must sign)  
合資格股東簽署(所有聯名合資格股東均須簽署)

(1) \_\_\_\_\_ (2) \_\_\_\_\_ (3) \_\_\_\_\_ (4) \_\_\_\_\_

Date: \_\_\_\_\_ 2015

日期: 二零一五年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

Details to be filled in by Qualifying Shareholder(s):  
請合資格股東填妥以下詳情:

Number of Offer Shares applied for (being the total specified in Box D, or failing which, the total specified in Box B) 申請認購發售股份數目 (丁欄或(如未有填妥)乙欄所列明之總數)	Total amount of remittance (being the total specified in Box D, or failing which, the total specified in Box C) 股款總額 (丁欄或(如未有填妥)丙欄所列明之股款總額)	Name of bank on which cheque/banker's cashier order is drawn 支票/銀行本票之 付款銀行名稱	Cheque/banker's cashier order number 支票/銀行本票號碼
	HK\$ 港元		

\*\* Cheque or banker's cashier order should be crossed "Account Payee Only" and made payable to "MERDEKA MOBILE GROUP LIMITED – OPEN OFFER ACCOUNT" (see the section headed "Procedures for Application" on the reverse side of this form).

\*\* 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「MERDEKA MOBILE GROUP LIMITED – OPEN OFFER ACCOUNT」為抬頭人劃線開出(請參閱本表格背頁「申請手續」一節)。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured allotment will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for remittance.

假設公開發售之條件已經達成，則申請認購發售股份數目少於或相等於申請人獲保證配發之數目的有效申請將獲全數接納。倘閣下並無在上欄填上數目，則閣下將被視作申請認購已收款項所代表之發售股份數目。倘若已收的股款少於申請認購上欄所填數目之發售股份所應支付之股款，則閣下將被視作申請認購已收股款所代表之發售股份數目。閣下作出之申請將被視作為申請認購完整之發售股份數目而作出。本公司不會就已收的股款發出收據。



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)

**CONDITIONS**

1. Shareholder who is a Prohibited Shareholder is not permitted to apply for any Offer Shares and/or excess Offer Shares.
2. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for any Offer Shares and/or excess Offer Shares in respect of which the application(s) is/are accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at his/her/their own risk, at the address(es) stated on the form(s).
3. Completion of this Application Form and/or the Excess Application Form will constitute an instruction and authority by the applicant(s) to the Company and/or Tricor Tengis Limited or any person nominated by them for the purpose, on behalf of the subscriber(s), to execute any registration of this Application Form and/or the Excess Application Form or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the subscriber(s) of the Offer Shares and/or excess Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The subscribers of the Offer Shares and/or the excess Offer Shares undertake to sign all documents and to do all other acts necessary to enable them to be registered as the holders of the Offer Shares and/or the excess Offer Shares which they have applied for subject to the memorandum of association of the Company.
5. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Application(s) in respect of which cheques are dishonoured upon first presentation are liable to be rejected.
6. Your right to apply for the Offer Shares and/or the excess Offer Shares is not transferable.
7. The Company reserves the right to accept or refuse any application(s) for the Offer Shares and/or the excess Offer Shares which does/do not comply with the procedures set out herein and/or in the Excess Application Form(s).

**PROCEDURES FOR APPLICATION**

You may apply for such number of Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in this Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, enter in Box D of this Application Form the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as number of Offer Shares applied for multiplied by HK\$0.09). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the subscriber(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this Application Form, this number should be inserted in Box D of this Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

If you wish to apply for any number of Offer Shares which is more than your assured allotment set out in Box B of this Application Form, i.e. the excess Offer Shares, you should use the separate Excess Application Form and enter in the appropriate space provided in the Excess Application Form the number of excess Offer Shares for which you wish to apply for and the total amount payable (calculated as number of excess Offer Shares applied for multiplied by HK\$0.09). You may apply for any number of excess Offer Shares as you wish. If the amount of the corresponding remittance received is less than that required for the number of excess Offer Shares inserted, the subscriber(s) will be deemed to have applied for such lesser number of excess Offer Shares for which full payment has been received. This Application Form and/or the Excess Application Form, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be returned to the Company's Hong Kong Branch Share Registrar, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on Friday, 31 July 2015. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with or banker's cashier orders must be issued by a licensed bank in Hong Kong, made payable to "MERDEKA MOBILE GROUP LIMITED – OPEN OFFER ACCOUNT" for Offer Shares under assured allotment and made payable to "MERDEKA MOBILE GROUP LIMITED – EXCESS APPLICATION ACCOUNT" for excess Offer Shares and crossed "Account Payee Only". Unless this Application Form and/or the Excess Application Form, together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form and/or the appropriate remittance shown in the Excess Application Form has/have been received by 4:00 p.m. on Friday, 31 July 2015, your right to apply for the Offer Shares and/or the excess Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

You will receive one share certificate for the entitlement to Offer Shares and/or excess Offer Shares allotted to you (if any).

Share certificate(s) is/are expected to be posted by ordinary post to you on or before Monday, 10 August 2015 at your own risk.

**TERMINATION OF THE UNDERWRITING AGREEMENT**

If, prior to the Latest Time for Termination (provided that if the date of the Latest Time for Termination shall be a business day on which a Storm Warning is or remains hoisted between 9.00 a.m. and 4.00 p.m. on that day, the date of the Latest Time for Termination shall be the next business day on which no Storm Warning is or remains hoisted between 9:00 a.m. and 4:00 p.m. on that day):

- (i) in the absolute opinion of the Underwriter, the success of the Open Offer would be materially and adversely affected by:
  - (a) the introduction of any new law or any material change in existing laws and regulations which may in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
  - (b) the occurrence of any local, national or international event or change of a political, military, financial, economic or other nature which may, in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
  - (c) the imposition of any moratorium, suspension or material restriction on trading of the Shares on the Stock Exchange due to exceptional financial circumstances or otherwise; or
- (ii) any material adverse change in market conditions occurs which in the absolute opinion of the Underwriter is likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (iii) there is any change in the circumstances of the Company or any member of the Group which in the absolute opinion of the Underwriter will adversely affect the prospects of the Company; or
- (iv) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out; or
- (v) any material adverse change in the business or the financial or trading position or prospects of the Group as a whole whether or not ejusdem generis with any of the foregoing; or
- (vi) the Prospectus Documents when published contain information which have not been previously disclosed and may in the absolute opinion of the Underwriter be material to the Group as a whole and is likely to affect materially and adversely the success of the Open Offer or might cause a prudent investor not to apply for its assured entitlements of Offer Shares under the Open Offer; or
- (vii) any suspension in the trading of the Company's securities on the Stock Exchange for a period of more than 10 consecutive business days, excluding any suspension in connection with the clearance of the Circular or the Prospectus Documents or other announcements or circulars in connection with the Open Offer,

the Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

The Underwriter shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

- (i) any material breach of any of the representations, warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter; or
- (ii) any Specified Event comes to the knowledge of the Underwriter.