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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)**

**RESULTS OF OPEN OFFER ON THE BASIS  
OF TWO (2) OFFER SHARES FOR  
EVERY ONE (1) SHARE HELD ON THE RECORD DATE  
AND  
ADJUSTMENTS IN RELATION TO THE SHARE OPTIONS AND  
CONVERTIBLE BONDS**

**RESULTS OF THE OPEN OFFER**

The Board announces that all of the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement has not been terminated in accordance with its terms. Accordingly, the Open Offer has become unconditional at 4:00 p.m. on Monday, 3 August 2015.

As at 4:00 p.m. on Friday, 31 July 2015, being the latest time for acceptance of and payment for the Offer Shares, a total of 164 valid acceptances in respect of 2,280,188,856 Offer Shares (including the Offer Shares under the irrevocable undertakings given by Ivana and Mr. Cheung) have been received, which comprised:

- (a) 83 valid acceptances for a total of 653,302,209 Offer Shares, representing approximately 85.28% of the total number of Offer Shares under Open Offer; and
- (b) 81 valid applications for a total of 1,626,886,647 excess Offer Shares, representing approximately 212.37% of the total number of Offer Shares under Open Offer.

In aggregate, 164 valid applications in respect for a total 2,280,188,856 Offer Shares have been received, representing approximately 297.65% of the total number of 766,062,768 Offer Shares offered under the Open Offer.

As a result of the over-subscription of the Offer Shares by the Qualifying Shareholders, the Underwriter is not required to take up any Underwritten Shares pursuant to the Underwriting Agreement and the obligations of the Underwriter under the Underwriting Agreement in respect of the Underwritten Shares have been fully discharged.

#### **DESPATCH OF SHARE CERTIFICATES**

Share certificates for the fully-paid Offer Shares will be despatched on Monday, 10 August 2015 to the Qualifying Shareholders' registered addresses shown on the register of members of the Company by ordinary post at their own risk.

#### **COMMENCEMENT OF DEALINGS IN OFFER SHARES**

Dealings in the fully-paid Offer Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Tuesday, 11 August 2015.

#### **MATCHING SERVICES UNDER ODD LOT ARRANGEMENT**

The Company has appointed Cheong Lee Securities Limited to provide matching services for the sale and purchase of odd lots of Shares on a best effort basis during the period between Tuesday, 11 August 2015 and Friday, 11 September 2015 (both days inclusive).

#### **ADJUSTMENTS IN RELATION TO THE SHARE OPTIONS, THE 2017 CONVERTIBLE BONDS AND THE 2018 CONVERTIBLE BONDS**

Pursuant to the terms of the Share Option Scheme, the 2017 Convertible Bonds and the 2018 Convertible Bonds, the exercise prices and conversion price of the respective Share Options, the 2017 Convertible Bonds and the 2018 Convertible Bonds shall be adjusted immediately after completion of the Open Offer in accordance with the Share Option Scheme and the deed poll of each of the 2017 Convertible Bonds and the 2018 Convertible Bonds.

References are made to the Company's announcement dated 8 May 2015, the circular dated 15 June 2015 and the prospectus dated 17 July 2015 ("**Prospectus**") relating to the Open Offer. Terms used herein shall have the same meanings as defined in the Prospectus unless otherwise stated.

## RESULTS OF THE OPEN OFFER

The Board announces that all of the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement has not been terminated in accordance with its terms. Accordingly, the Open Offer has become unconditional at 4:00 p.m. on Monday, 3 August 2015.

As at 4:00 p.m. on Friday, 31 July 2015, being the latest time for acceptance of and payment for the Offer Shares, a total of 164 valid acceptances in respect of 2,280,188,856 Offer Shares (including the Offer Shares under the irrevocable undertakings given by Ivana and Mr. Cheung) have been received, which comprised:

- (a) 83 valid acceptances for a total of 653,302,209 Offer Shares, representing approximately 85.28% of the total number of Offer Shares under Open Offer; and
- (b) 81 valid applications for a total of 1,626,886,647 excess Offer Shares, representing approximately 212.37% of the total number of Offer Shares under Open Offer.

In aggregate, a total of 164 valid applications and excess applications for 2,280,188,856 Offer Shares were received, representing approximately 297.65% of the total number of 766,062,768 Offer Shares offered under the Open Offer.

As a result of the over-subscription of the Offer Shares by the Qualifying Shareholders, the Underwriter is not required to take up any Underwritten Shares pursuant to the Underwriting Agreement and the obligations of the Underwriter under the Underwriting Agreement in respect of the Underwritten Shares have been fully discharged.

Regarding the 81 valid applications for a total of 1,626,886,647 excess Offer Shares, the Directors have resolved to allocate a total of 112,760,559 excess Offer Shares available for excess application at their discretion on a fair and equitable basis and on a pro-rata basis as set forth in the Prospectus. No preference was given to topping-up odd lots to whole board lots and the allotment results in respect of the excess Offer Shares are set out as follows:

Number of valid applications for excess Offer Shares ..... 81

Total number of excess Offer Shares applied for ..... 1,626,886,647

Total number of excess Offer Shares allotted ..... 112,760,559

Approximate percentage of allocation based on  
the total number of excess Offer Shares applied for ..... 6.93%

## DESPATCH OF SHARE CERTIFICATES

Share certificates for the fully-paid Offer Shares will be despatched on Monday, 10 August 2015 to the Qualifying Shareholders' registered addresses shown on the register of members of the Company by ordinary post at their own risk.

## COMMENCEMENT OF DEALINGS IN OFFER SHARES

Dealings in the fully-paid Offer Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Tuesday, 11 August 2015.

## MATCHING SERVICES UNDER ODD LOT ARRANGEMENT

The Company has appointed Cheong Lee Securities Limited to provide matching services for the sale and purchase of odd lots of Shares on a best effort basis during the period between Tuesday, 11 August 2015 and Friday, 11 September 2015 (both days inclusive).

## Changes in shareholding structure of the Company

To the best of the knowledge, information and belief of the Directors and after having made all reasonable enquiries, the shareholding structure of the Company immediately before and after completion of the Open Offer is as follows:

Shareholders	Immediately before completion of Open Offer		Immediately after completion of Open Offer	
	Number of Shares	(approx.) %	Number of Shares	(approx.) %
Mr. Cheung (Note 1)	185,938	0.05	557,814	0.05
Mr. Lau Chi Yan, Pierre (Note 2)	1,328,125	0.35	3,984,375	0.35
Ivana Investments Limited ("Ivana") (Note 1)	32,812,500	8.57	98,437,500	8.57
Other public Shareholders	348,704,821	91.03	1,046,114,463	91.03
Total	<u>383,031,384</u>	<u>100.00</u>	<u>1,149,094,152</u>	<u>100.00</u>

### Notes:

1. Upon completion of Open Offer, Mr. Cheung holds an aggregate of 98,995,314 Shares, among which 98,437,500 Shares are held by Ivana and the remaining 557,814 Shares are held by Mr. Cheung personally.
2. Mr. Lau Chi Yan, Pierre is the Managing Director of the Company.

## ADJUSTMENTS IN RELATION TO THE SHARE OPTIONS, THE 2017 CONVERTIBLE BONDS AND THE 2018 CONVERTIBLE BONDS

Pursuant to the terms of the Share Option Scheme, the 2017 Convertible Bonds and the 2018 Convertible Bonds, the exercise prices and conversion price of the respective Share Options, the 2017 Convertible Bonds and the 2018 Convertible Bonds have been adjusted as follows:

### Share Options

<b>Date of grant</b>	<b>Immediately before completion of Open Offer</b>		<b>Immediately after completion of Open Offer</b>	
	<b>Number of outstanding Share Options</b>	<b>Original exercise price (HK\$)</b>	<b>Number of outstanding Share Options</b>	<b>Revised exercise price (HK\$)</b>
30 May 2012	237,101	5.68	374,370	3.60
17 January 2013	19,387	3.36	30,611	2.13

### Convertible Bonds

Immediately prior to completion of the Open Offer, the Company had outstanding 2017 Convertible Bonds of aggregate principal amount of HK\$124,068,000 convertible into 335,681,818 Shares and 2018 Convertible Bonds of aggregate principal amount of HK\$40,000,000 convertible into 125,000,000 Shares. The Board announces that pursuant to the terms of the 2017 Convertible Bonds, no adjustments will be made to the conversion prices of the 2017 Convertible Bonds upon the completion of the Open Offer. The conversion price of the 2018 Convertible Bonds has been adjusted to HK\$0.23 upon the completion of the Open Offer resulting to an aggregate of 173,913,043 Shares to be converted under the 2018 Convertible Bonds.

The Company's auditor, Elite Partners CPA Limited, has reviewed the basis of the above adjustments and certified that the above adjustments are in accordance with the terms and conditions of the Share Option Scheme, the 2017 Convertible Bonds and the 2018 Convertible Bonds and the guidelines set by the Stock Exchange.

By order of the Board of  
**MERDEKA MOBILE GROUP LIMITED**  
**Cheung Wai Yin, Wilson**  
*Chairman and Chief Executive Officer*

Hong Kong, 7 August 2015

*As at the date of this announcement, the Directors are:*

*Executive Directors:*

Mr. Cheung Wai Yin, Wilson (*Chairman and Chief Executive Officer*)

Mr. Lau Chi Yan, Pierre (*Managing Director*)

*Non-executive Director:*

Mr. Wong Chi Man

*Independent non-executive Directors:*

Ms. Yeung Mo Sheung, Ann

Mr. Ng Kay Kwok

Mr. Yip Kat Kong, Kenneth

*This announcement, 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 announcement 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 announcement misleading.*

*This announcement 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>.*

\* *for identification purposes only*