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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)**

- (1) PROPOSED GRANT OF SHARE OPTIONS;  
(2) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT;  
(3) PROPOSED REFRESHMENT OF CURRENT GENERAL MANDATE;  
AND  
(4) PROPOSED CHANGE OF COMPANY NAME**

This announcement is made pursuant to Rule 23.06(A) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**GEM Listing Rules**”).

**PROPOSED GRANT OF SHARE OPTIONS**

The board (the “**Board**”) of directors (the “**Directors**”) of Merdeka Mobile Group Limited (the “**Company**”) announces that the Board resolved on 19 August 2015 to grant a total of 233,000,000 share options (the “**Share Option(s)**”) to eligible participants (the “**Grantee(s)**”) to subscribe for ordinary shares of HK\$0.001 each (the “**Shares(s)**”) in the share capital of the Company, subject to acceptance of the Grantee(s) and the approval by the shareholders of the Company (the “**Shareholders**”), if applicable, under the share option scheme adopted by the then Shareholders and became effective on 3 May 2012 (the “**Share Option Scheme**”). The following are the details of the Share Options granted:

Date of grant : 19 August 2015

\* *For identification purpose only*

Exercise price of the Share Options granted	: HK\$0.147 per Share, which represents the highest of
	(i) HK\$0.147, being the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on 19 August 2015;
	(ii) HK\$0.146, being the average of the closing prices of the Shares as stated in the daily quotation sheet issued by the Stock Exchange for the five (5) trading days immediately preceding 19 August 2015; and
	(iii) HK\$0.001, being the nominal value of each Share
Number of the Share Options granted	: 233,000,000 Share Options, of which the grant of 233,000,000 Share Options is subject to the approval of the Shareholders at an extraordinary general meeting to be convened by the Company (the “EGM”)
Closing price of the Shares on the date of grant	: HK\$0.147 per Share
Validity period of the Share Options	: 19 August 2015 to 18 August 2025
Consideration of the grant	: HK\$1.00 to be paid by each Grantee upon acceptance of the Share Options granted

Of the total of 233,000,000 Share Options granted, 173,000,000 Share Options were granted to the directors of the Company and/or its subsidiaries. The identity of all the Grantees are as follows:

<b>Name of the Grantee</b>	<b>Capacity</b>	<b>Number of the Share Options granted</b>
Cheung Wai Yin, Wilson (“Mr. Cheung”)	Executive Director	100,000,000
Lau Chi Yan, Pierre (“Mr. Lau”)	Executive Director	20,000,000
Wong Chi Man (“Mr. Wong”)	Non-executive Director	10,000,000

<b>Name of the Grantee</b>	<b>Capacity</b>	<b>Number of the Share Options granted</b>
Yeung Mo Sheung, Ann (“ <b>Ms. Yeung</b> ”)	Independent non-executive Director	1,000,000
Ng Kay Kwok (“ <b>Mr. Ng</b> ”)	Independent non-executive Director	1,000,000
Yip Kat Kong, Kenneth (“ <b>Mr. Yip</b> ”)	Independent non-executive Director	1,000,000
Chan Ka Wing (“ <b>Mr. Chan</b> ”)	Director of the subsidiaries of the Company	20,000,000
Su Zhong Hua (“ <b>Mr. Su</b> ”)	Director of the subsidiaries of the Company	20,000,000
Yu Yi Jian (“ <b>Mr. Yu</b> ”)	Consultant of the Company	20,000,000
Gao Rong (“ <b>Mr. Gao</b> ”)	Member of staff	20,000,000
Lai Yau Hong, Thomson (“ <b>Mr. Lai</b> ”)	Member of staff	20,000,000

### **GEM Listing Rules Implication**

The total number of Shares available for issue under the Share Options which are proposed to be granted to the Grantees in aggregate exceeds the existing scheme mandate limit, which represents 10 per cent. of the Shares in issue as at the date of the approval of the last refreshment of the limit for grant of Share Options under the Share Option Scheme (the “**Scheme Mandate Limit**”). Pursuant to the Note 1 to Rule 23.03(3) of the GEM Listing Rules and Clause 8.04 of the Share Option Scheme, the Company would have to seek separate approval by the Shareholders at the EGM for granting Share Options beyond the existing Scheme Mandate Limit provided the Share Options in excess of the Scheme Mandate Limit are granted only to grantees specifically identified by the Company before such approval is sought. As a result, the grant of 233,000,000 Share Options to the Grantees is beyond the existing Scheme Mandate Limit and is subject to the approval by the Shareholders at the EGM.

As at the date of this announcement,

- (i) Mr. Cheung held 98,995,314 Shares and did not hold any outstanding Share Options (*Note*);
- (ii) Mr. Lau held 3,984,375 Shares and did not hold any outstanding Share Options;
- (iii) Mr. Wong did not hold any Shares and held 14,128 outstanding Share Options; and

(iv) Ms. Yeung did not hold any Shares and held 16,483 outstanding Share Options.

*Note:* The interests disclosed include 98,437,500 Shares held by Ivana Investments Limited, a company incorporated in the British Virgin Islands owned as to 100% by CW Limited, which in turn is wholly-owned by Asiitrust Limited, a trust company in its capacity as the trustee of a discretionary trust, the founder (as defined in the Securities and Futures Ordinance (Cap. 571)) of which is Mr. Cheung and the discretionary objects of which are family members of Mr. Cheung (including Mr. Cheung himself). The remaining 557,813 Shares are held by Mr. Cheung personally.

Of the total of 233,000,000 Share Options granted:

(i) 100,000,000 Share Options granted to Mr. Cheung;

(ii) 20,000,000 Share Options granted to Mr. Lau;

(iii) 20,000,000 Share Options granted to Mr. Chan;

(iv) 20,000,000 Share Options granted to Mr. Su;

(v) 20,000,000 Share Options granted to Mr. Yu;

(vi) 20,000,000 Share Options granted to Mr. Gao; and

(vii) 20,000,000 Share Options granted to Mr. Lai.

As such, the total number of Shares issued and to be issued upon exercise of the Share Options granted to each of the said seven Grantees (including both exercised and outstanding Share Options, if any) in any 12-month period exceeds 1 per cent. (the “**Individual Limit**”) of the Shares in issue. Pursuant to the Note to Rule 23.03(4) of the GEM Listing Rules and Clause 8.05 of the Share Option Scheme, the total number of Shares issued and to be issued upon exercise of the Share Options granted to each Grantee (including both exercised and outstanding Share Options) in any 12-month period up to the date of grant must not exceed the Individual Limit. Where any grant of Share Options to a Grantee in excess of the Individual Limit must be subject to the Shareholders’ approval with such Grantee and his/her associates abstaining from voting. As a result, the grant of the Share Options to the said seven Grantees is additionally subject to the Shareholders’ approval at the EGM to approve the proposed grant of the Share Options beyond the Individual Limit with Mr. Cheung and Mr. Lau and their respective associates abstaining from voting.

In accordance with Rule 23.04(1) of the GEM Listing Rules,

- (i) the proposed conditional grant of the Share Options to Mr. Cheung, Mr. Lau and Mr. Wong was approved by all the three independent non-executive directors of the Company;
- (ii) the proposed conditional grant of the Share Options to Ms. Yeung was separately considered and approved by Mr. Ng and Mr. Yip;
- (iii) the proposed conditional grant of the Share Options to Mr. Ng was separately considered and approved by Ms. Yeung and Mr. Yip; and
- (iv) the proposed conditional grant of the Share Options to Mr. Yip was separately considered and approved by Ms. Yeung and Mr. Ng, on 19 August 2015.

Save as disclosed above, none of the Grantees is a director, chief executive or substantial shareholder of the Company, or any of their respective associates (as defined under the GEM Listing Rules) as at the date hereof.

#### **PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT**

The Board also intends to put forward a proposal for the refreshment of the Scheme Mandate Limit for approval by Shareholders at the EGM.

#### **PROPOSED REFRESHMENT OF CURRENT GENERAL MANDATE**

At the annual general meeting of the Company held on 8 June 2015 (the “**AGM**”), the Shareholders approved, among others, an ordinary resolution for granting the Directors to issue and allot a maximum of 76,606,277 Shares, representing 20% of the issued share capital of the Company on the date of the AGM (the “**Current General Mandate**”).

On 17 August 2015 (after trading hours), a placing agreement was entered into between the Company and Guoyuan Securities Brokerage (Hong Kong) Limited, pursuant to which the placing agent has agreed to place, on a best endeavour basis, up to 76,000,000 Shares (the “**Placing**”). After completion of the Placing and assuming the Placing is completed in full, the Current General Mandate will be utilised as to approximately 99.21%. As at the date of this announcement, the Company may issue up to only 606,277 Shares under the Current General Mandate (assuming the Placing is completed in full). The Company has not refreshed the Current General Mandate since the AGM and up to the date of this announcement.

The Company will convene the EGM at which an ordinary resolution will be proposed to the independent Shareholders that the Directors will be granted a new general mandate to allot and issue Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the relevant ordinary resolution at the EGM.

## **GEM Listing Rules Implication**

As the proposed refreshment of the Current General Mandate is being made before the next annual general meeting of the Company, pursuant to Rule 17.42(A) of the GEM Listing Rules, the proposed refreshment of the Current General Mandate will be subject to the approval of the independent Shareholders by way of an ordinary resolution at the EGM at which any controlling shareholders of the Company and their associates or, where there are no controlling shareholders, the Directors (excluding independent non-executive Directors) and the chief executives and their respective associates shall abstain from voting in favour of the resolution approving the proposed refreshment of the Current General Mandate.

The Board has established an independent board committee comprising all independent non-executive Directors (the “**Independent Board Committee**”) to consider and, if appropriate, make a recommendation to the independent Shareholders (i) as to whether the proposed refreshment of the Current General Mandate is fair and reasonable and in the interests of the Company and the Shareholders as a whole; and (ii) to advise the Independent Shareholders on how to vote, taking into account the recommendations of the independent financial adviser. An independent financial adviser will be appointed with approval of the Independent Board Committee to advise the Independent Board Committee on the proposed refreshment of the Current General Mandate. Further announcement will be made upon the appointment of the independent financial adviser.

## **PROPOSED CHANGE OF COMPANY NAME**

The board proposes to change the English name of the Company from “**Merdeka Mobile Group Limited**” to “**Merdeka Financial Services Group Limited**” and upon the name change becoming effective, to adopt the Chinese name “萬德金融服務集團有限公司” to replace “萬德移動集團有限公司” for identification purposes only (the “**Change of Company Name**”).

### **Conditions of the Change of Company Name**

The proposed Change of Company Name will be subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM to approve the Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the approval of the Registrar of Companies in the Cayman Islands, the Change of Company Name will take effect from the date of the Certificate of Incorporation on Change of Name to be issued by the Registrar of Companies in the Cayman Islands in respect of the change of English name of the Company. The Company will carry out all necessary filing procedures in Hong Kong upon the Change of Company Name becoming effective.

### **Reasons for the Proposed Change of Company Name**

The Company is the holding Company of the Group which is engaged in forestry business, plantation business and trading business, including the trading of various brands of milk powder products to customers based in Hong Kong, information technology business and financial services business.

As the Group's activities include financial services business, the proposed new name will better reflect the future expansion and diversifications of the Company's business into the money lending business and provide the Company with a fresh corporate identity and image.

The Board is, therefore, of the view that the proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

### **Effect of the Proposed Change of Company Name**

The Change of Company Name will not affect any rights of the holders of securities of the Company. The existing certificates of securities in issue bearing the present name of the Company will, after the proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing the new name of the Company. Once the Change of Company Name becoming effective, new certificates of securities will be issued only in the new name of the Company.

The Company will make further announcements as and when appropriate on the arrangement relating to the trading and dealings in the securities of the Company on the Growth Enterprise Market of the Stock Exchange under the new name of the Company and as to when the new name of the Company will become effective.

## **GENERAL**

A circular containing, amongst other things, (i) the identity of the Grantees whose Share Options to be granted will be subject to the Shareholders' approval; (ii) the number and terms of the Share Options to be granted to the said Grantees; (iii) the proposed refreshment of the Scheme Mandate Limited; (iv) the proposed refreshment of the Current General Mandate; (v) the recommendation from the Independent Board Committee regarding the proposed refreshment of the Current General Mandate; (vi) the opinion of the independent financial adviser regarding the proposed refreshment of the Current General Mandate; (vii) the information in relation to the proposed Change of Company Name; and (viii) a notice convening the EGM will be despatched to the Shareholders as soon as possible.

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

Hong Kong, 19 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>.*