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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)

COMPLETION OF PLACING

The Board is pleased to announce that the condition set out in the Placing Agreement has been fulfilled and completion of the Placing took place on 26 August 2015 in accordance with the terms and conditions of the Placing Agreement.

An aggregate of 76,000,000 Placing Shares, representing approximately 6.20% of the issued share capital of the Company as at the date of this announcement, have been successfully placed to not less than six Placees who and whose ultimate beneficial owners are Independent Third Parties. The Company received net proceeds of approximately HK\$8.50 million from the Placing.

Reference is made to the announcement of Merdeka Mobile Group Limited (the “Company”) dated 17 August 2015 and 18 August 2015 (the “Announcements”) in relation to, inter alia, the proposed Placing of new Shares under General Mandate. Terms used herein shall have the same meanings as defined in the Announcements unless defined otherwise.

The Board is pleased to announce that the condition set out in the Placing Agreement has been fulfilled and completion of the Placing took place on 26 August 2015 in accordance with the terms and conditions of the Placing Agreement. An aggregate of 76,000,000 Placing Shares, representing approximately 6.20% of the issued share capital of the Company as at the date of this announcement, have been successfully placed to not less than six Placees at the Placing Price of HK\$0.120 per Placing Share.

To the best of the Director’s knowledge, information and belief having made all reasonable enquiries, (i) each of the Placees and where appropriate, their respective ultimate beneficial owners, is an Independent Third Party; and (ii) none of the Placees becomes a substantial shareholder of the Company upon completion of the Placing. The net proceeds from the Placing are approximately HK\$8.50 million.

** for identification purposes only*

EFFECTS ON SHAREHOLDING STRUCTURE

The table below set out the changes to the shareholding structure of the Company as a result of completion of the Placing:

Shareholders	Immediately before the Placing		Immediately After the Placing	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Cheung Wai Yin, Wilson (note 1)	98,995,314	8.62	98,995,314	8.08
Lau Chi Yan, Pierre (note 2)	3,984,375	0.35	3,984,375	0.33
The Placees (note 3)	-	-	76,000,000	6.20
Other public Shareholders	<u>1,046,114,463</u>	<u>91.03</u>	<u>1,046,114,463</u>	<u>85.39</u>
Total	<u>1,149,094,152</u>	<u>100.00</u>	<u>1,225,094,152</u>	<u>100.00</u>

Notes:

1. *The interests disclosed include 98,437,500 Shares held by Ivana, a company incorporated in the British Virgin Islands owned as to 100% by CW Limited, which in turn is wholly-owned by Asiatruster Limited, a trust company in its capacity as the trustee of a discretionary trust, the founder (as defined in the SFO) of which is Mr. Cheung Wai Yin, Wilson and the discretionary objects of which are family members of Mr. Cheung Wai Yin, Wilson (including Mr. Cheung Wai Yin, Wilson himself). The remaining 557,814 Shares are held by Mr. Cheung Wai Yin, Wilson personally.*
2. *Mr. Lau Chi Yan, Pierre is the Managing Director of the Company.*
3. *It is a term of the Placing Agreement that none of the Placees shall become a substantial shareholder of the Company upon the completion of the Placing.*

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

Hong Kong, 26 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>.