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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Merdeka Mobile Group Limited (the “**Company**”) will be held at Jasmine Room, 3/F., Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong at 11:30 a.m. on Friday, 2 October 2015 for the purposes of considering and, if thought fit, passing the following resolutions with or without amendment as ordinary resolution:

ORDINARY RESOLUTION

1. **“THAT** subject to and conditional upon the listing sub-committee of the directors (the “**Listing Committee**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with responsibility for the Growth Enterprise Market (“**GEM**”) granting the approval for listing of, and permission to deal in, the shares of the Company which may be issued and allotted pursuant to the exercise of any share options granted or to be granted pursuant to this resolution numbered (1), the grant of share options under the share option scheme adopted by the Company which became effective on 3 May 2012 (the “**Scheme**”) to certain participants entitling them to subscribe for an aggregate of 233,000,000 ordinary shares of HK\$0.001 each (the “**Shares**”) in the share capital of the Company at the exercise price of HK\$0.147 per Share, the particulars of the participants to whom the share options are proposed to be granted (the “**Proposed Grantees**”), the number of share options proposed to be granted to each of them and the terms of grant are set out in the circular of the Company dated 15 September 2015 (the “**Circular**”) despatched to the shareholders of the Company, containing the notice of

* *For identification purpose only*

the extraordinary general meeting of the Company of which this resolution numbered (1) forms part, a copy of which has been submitted to the meeting marked “A” and initialled by the chairman of the meeting for identification purposes, be and is hereby approved and any director of the Company be and is hereby authorised to do such things and acts as may be necessary or expedient in order to give full effect to such grant of share options to the Proposed Grantees.”

2. “**THAT** subject to and conditional upon the passing of resolution numbered (1) above, the grant of share options beyond the maximum entitlement of an individual participant under the Scheme to Mr. Cheung Wai Yin, Wilson entitling him to subscribe for 100,000,000 Shares at the exercise price of HK\$0.147 per Share, the terms of which are set out in the Circular, be and is hereby approved and any director of the Company be and is hereby authorised to do such things and acts as may be necessary or expedient in order to give full effect to such grant of share options beyond the maximum entitlement of individual participants.”
3. “**THAT** subject to and conditional upon the passing of resolution numbered (1) above, the grant of share options beyond the maximum entitlement of an individual participant under the Scheme to Mr. Lau Chi Yan, Pierre entitling him to subscribe for 20,000,000 Shares at the exercise price of HK\$0.147 per Share, the terms of which are set out in the Circular, be and is hereby approved and any director of the Company be and is hereby authorised to do such things and acts as may be necessary or expedient in order to give full effect to such grant of share options beyond the maximum entitlement of individual participants.”
4. “**THAT** subject to and conditional upon the passing of resolution numbered (1) above, the grant of share options beyond the maximum entitlement of an individual participant under the Scheme to Mr. Chan Ka Wing entitling him to subscribe for 20,000,000 Shares at the exercise price of HK\$0.147 per Share, the terms of which are set out in the Circular, be and is hereby approved and any director of the Company be and is hereby authorised to do such things and acts as may be necessary or expedient in order to give full effect to such grant of share options beyond the maximum entitlement of individual participants.”
5. “**THAT** subject to and conditional upon the passing of resolution numbered (1) above, the grant of share options beyond the maximum entitlement of an individual participant under the Scheme to Mr. Su Zhong Hua entitling him to subscribe for 20,000,000 Shares at the exercise price of HK\$0.147 per Share, the terms of which are set out in the Circular, be and is hereby approved and any director of the Company be and is hereby authorised to do such things and acts as may be necessary or expedient in order to give full effect to such grant of share options beyond the maximum entitlement of individual participants.”

6. “**THAT** subject to and conditional upon the passing of resolution numbered (1) above, the grant of share options beyond the maximum entitlement of an individual participant under the Scheme to Mr. Yu Yi Jian entitling him to subscribe for 20,000,000 Shares at the exercise price of HK\$0.147 per Share, the terms of which are set out in the Circular, be and is hereby approved and any director of the Company be and is hereby authorised to do such things and acts as may be necessary or expedient in order to give full effect to such grant of share options beyond the maximum entitlement of individual participants.”
7. “**THAT** subject to and conditional upon the passing of resolution numbered (1) above, the grant of share options beyond the maximum entitlement of an individual participant under the Scheme to Mr. Gao Rong entitling him to subscribe for 20,000,000 Shares at the exercise price of HK\$0.147 per Share, the terms of which are set out in the Circular, be and is hereby approved and any director of the Company be and is hereby authorised to do such things and acts as may be necessary or expedient in order to give full effect to such grant of share options beyond the maximum entitlement of individual participants.”
8. “**THAT** subject to and conditional upon the passing of resolution numbered (1) above, the grant of share options beyond the maximum entitlement of an individual participant under the Scheme to Mr. Lai Yau Hong, Thomson entitling him to subscribe for 20,000,000 Shares at the exercise price of HK\$0.147 per Share, the terms of which are set out in the Circular, be and is hereby approved and any director of the Company be and is hereby authorised to do such things and acts as may be necessary or expedient in order to give full effect to such grant of share options beyond the maximum entitlement of individual participants.”
9. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the Scheme adopted by the Company on 3 May 2012, representing 10% of the shares of the Company in issue as at the date on which this resolution is passed, in relation to the Scheme:

- (A) approval be and is hereby granted for refreshing the 10% mandate under the Scheme (the “**Refreshed Scheme Mandate**”) provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all

options to be granted under the Scheme and any other share option schemes of the Company and its subsidiaries (collectively, the “**Group**”) under the limit as refreshed hereby shall not exceed 10% of the shares of the Company in issue as at the date on which this resolution is passed (options previously granted under the Scheme and any other share option schemes of the Group (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Scheme or any other share option schemes of the Group) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate); and

(B) the Directors or a duly authorised committee thereof be and they are hereby authorised: (1) at their absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate in accordance with the rules of the Scheme, and (2) to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the Scheme within the Refreshed Scheme Mandate.”

10. “**THAT**, to the extent not already exercised, the mandate to allot and issue shares of the Company given to the Directors at the annual general meeting of the Company held on 28 June 2013 be and is hereby revoked and replaced by the mandate **THAT**:

(A) subject to paragraph (C) of this resolution and pursuant to the Rules Governing the Listing of Securities on the GEM of the Stock Exchange, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares in the share capital of the Company or options, warrants, or similar rights to subscribe for any shares and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company), which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(B) the approval in paragraph (A) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);

(C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) the exercise of rights of conversion under any securities which are convertible into

shares of the Company, or (iii) any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or a part of a dividend on shares of the Company pursuant to the articles of association of the Company from time to time, or (iv) the grant or exercise of any options granted under any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries of options to subscribe for, or rights to acquire, shares of the Company, shall not in aggregate exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the said approval shall be limited accordingly; and

(D) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means the allotment or issue of shares in the share capital of the Company pursuant to an offer of shares open for a period fixed by the Directors made to holders of shares of the Company or any class thereof whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

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

Hong Kong, 15 September 2015

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business in Hong Kong:*
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Notes:

1. Where there are joint holders of any share any one of such joint holder 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 shall 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 a general meeting of the Company or at a class 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 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>.