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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 RIGHTS ISSUE ON THE BASIS OF
FOUR RIGHTS SHARE FOR EVERY ONE SHARE
HELD ON THE RECORD DATE**

RESULTS OF THE RIGHTS ISSUE

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. As at 4:00 p.m. on Monday, 14 July 2014, being the latest time for acceptance of and payment for the Rights Shares, 36 valid acceptances in respect of a total of 1,349,564,592 Rights Shares provisionally allotted under the Rights Issue have been received, representing approximately 55.05% of the total number of the Rights Shares available for subscription under the Rights Issue and approximately 44.04% of the enlarged issued share capital of the Company of 3,064,251,075 Shares immediately after completion of the Rights Issue.

The Rights Issue has become unconditional at 4:00 p.m. on Tuesday, 15 July 2014. Based on the above acceptance results, the Rights Shares that were untaken by the Qualifying Shareholders amounted to 1,101,836,268 Rights Shares. Pursuant to the terms of the Underwriting Agreement, the Underwriter performed its underwriting obligation. The Underwriter had procured sub-underwriters and subscribers to subscribe for all the 1,101,836,268 untaken Rights Shares.

* for identification purposes only

DESPATCH OF SHARE CERTIFICATES

The share certificates for the Rights Shares in respect of the valid acceptances of the Rights Shares under the PALs will be despatched to those relevant Qualifying Shareholders' addresses (as shown on the register of members of the Company) by ordinary post on Wednesday, 23 July 2014 at the relevant Qualifying Shareholders' own risks.

COMMENCEMENT OF DEALINGS IN RIGHTS SHARES

Dealings in the fully-paid Rights Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Thursday, 24 July 2014.

Reference is made to the Company's announcement dated 11 April 2014, the circular dated 28 May 2014 and prospectus dated 26 June 2014 ("**Prospectus**") relating to the Rights Issue. Terms used herein shall have the same meanings as defined in the Prospectus unless otherwise stated.

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UNDERWRITING ARRANGEMENTS

All the conditions set out in the Underwriting Agreement have been fulfilled and the Rights Issue has become unconditional at 4:00 p.m. on Tuesday, 15 July 2014. Based on the above acceptance results, the Rights Shares that were untaken by the Qualifying Shareholders amounted to 1,101,836,268 Rights Shares. Pursuant to the terms of the Underwriting Agreement, the Underwriter performed its underwriting obligation. The Underwriter had procured sub-underwriters and subscribers to subscribe for all the 1,101,836,268 untaken Rights Shares. To the best of the Directors' knowledge, information and belief after having made reasonable enquiries, each of the sub-underwriters and subscribers and their respective ultimate beneficial owners (if any) are third parties independent of the Company and its

connected persons. None of the sub-underwriters and subscribers has become a substantial shareholder (as defined in the GEM Listing Rules) of the Company upon taking up their respective portion of untaken Underwritten Shares.

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SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and after the completion of the Rights Issue is as follows:

Shareholders	Immediately before completion of Rights Issue		Immediately after completion of Rights Issue	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
Cheung Wai Yin, Wilson (<i>note 1</i>)	52,797,500	8.62	263,987,500	8.62
Lau Chi Yan, Pierre (<i>note 2</i>)	2,125,000	0.35	10,625,000	0.35
Sub-underwriters and subscribers procured by the Underwriter	0	0.00	1,101,836,268	35.95
Other public Shareholders	<u>557,927,715</u>	<u>91.03</u>	<u>1,687,802,307</u>	<u>55.08</u>
Total	<u>612,850,215</u>	<u>100.00</u>	<u>3,064,251,075</u>	<u>100.00</u>

Notes:

- The interests disclosed includes 52,500,000 Shares (in the case of immediately before completion of Rights Issue) and 262,500,000 Shares (in the case of immediately after completion of Rights Issue) held by Ivana, which is wholly owned by Mr. Cheung. The remaining 297,500 Shares (in the case of immediately before completion of Rights Issue) and 1,487,500 Shares (in the case of immediately after completion of Rights Issue) are held by Mr. Cheung personally.
- Mr. Lau Chi Yan, Pierre is the Managing Director of the Company.

ADJUSTMENTS IN RELATION TO THE OPTIONS

Pursuant to the Share Option Scheme and the supplementary guidance on adjustments to the exercise price and number of share options under the Listing Rule requirements issued by the Stock Exchange on 5 September 2005, the exercise price per Share at which the holders of the Outstanding Options may subscribe for Shares upon the exercise of the Options, and the number of their Outstanding Options have been adjusted as follows:

Date of grant	Immediately before completion of Rights Issue		Immediately after completion of Rights Issue	
	Number of Outstanding Options	Exercise price (HK\$)	Adjusted number of Outstanding Options	Adjusted exercise price (HK\$)
30 May 2012	1,569,615	0.86	1,896,807	0.71
17 January 2013	128,333	0.51	155,094	0.42

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.

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

Hong Kong, 22 July 2014

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>.