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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)

**POLL RESULTS AT THE EXTRAORDINARY GENERAL MEETING  
HELD ON 26 SEPTEMBER 2014 AT 11:00 A.M.  
AND  
ADJUSTMENTS TO THE CONVERTIBLE BONDS  
AND SHARE OPTIONS**

**POLL RESULTS OF THE EGM**

The Board announces that all the resolutions set out in the EGM Notice were duly passed by the Shareholders by way of poll at the EGM held on 26 September 2014 at 11:00 a.m..

**ADJUSTMENTS IN RELATION TO THE CONVERTIBLE BONDS AND  
SHARE OPTIONS**

The conversion price of the Convertible Bonds has been adjusted to HK\$0.3696 per Consolidated Share and the subscription price of the outstanding Options has been adjusted to HK\$5.68 and HK\$3.36 per Consolidated Share respectively, based on which a total of 237,100 Shares (each at HK\$5.68) and 19,387 Shares (each at HK\$3.36) will be issued upon exercise of the outstanding Options in full.

\* *For identification purpose only*

## POLL RESULTS OF THE EGM

Reference is made to the circular (the “Circular”) of Merdeka Mobile Group Limited (the “Company”) containing, among others, a notice of extraordinary general meeting of the Company to be held on 26 September 2014 (the “EGM”) dated 3 September 2014. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular and the notice of the EGM (the “EGM Notice”).

The Board announces that, at the EGM, all the resolutions set out in the EGM Notice were duly passed by the Shareholders by way of poll that was demanded by the chairman of the EGM.

As at the date of the EGM, both the total number of issued shares of the Company and the total number of Shares entitling the holders to attend and vote for or against the ordinary and the special resolution (the “Resolutions”) was 3,064,251,075 Shares. As disclosed in the Circular, no Shareholder is required to abstain from voting on the Resolutions at the EGM. There were no Shares entitling the holders to attend and vote only against the Resolutions.

The branch share registrar of the Company, Tricor Tengis Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

The poll results are set out as follows:

<b>Ordinary Resolution</b>	<b>Number of votes cast and approximate percentage of total number of votes cast</b>	
	<b>For</b>	<b>Against</b>
To approve the Share Consolidation as detailed in the Circular	462,072,515 (98.674%)	6,210,000 (1.326%)
<b>Special Resolution</b>	<b>Number of votes cast and approximate percentage of total number of votes cast</b>	
	<b>For</b>	<b>Against</b>
To approve the Capital Reduction and Sub-division as detailed in the Circular	462,072,515 (98.674%)	6,210,000 (1.326%)

Please refer to the EGM Notice for the full version of the above Resolutions.

As more than 50% of the votes were cast in favour of the ordinary resolution proposed at the EGM, it was duly passed while more than 75% of the votes were cast in favour of the special resolution proposed at the EGM, it was also duly passed.

As a result, the events set forth in the timetable in respect of the Share Consolidation, change in board lot size, the Capital Reduction and Sub-division on pages iii and iv of the Circular will be carried out accordingly and for the purpose of easy reference, the same is extracted and reproduced as follows:-

	<i>(Hong Kong time)</i>
Effective date of the Share Consolidation .....	Monday, 29 September 2014
Dealings in the Consolidated Shares commences .....	9:00 a.m. on Monday, 29 September 2014
Original counter for trading in existing Shares (in board lots of 40,000 Shares) temporarily closes .....	9:00 a.m. on Monday, 29 September 2014
Temporary counter for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares (in form of existing share certificates) opens .....	9:00 a.m. on Monday, 29 September 2014
Free exchange of existing share certificates for new share certificates for the Consolidated Shares commences .....	Monday, 29 September 2014
Original counter for trading in the Consolidated Shares (in board lots of 20,000 Consolidated Shares) (in the form of new share certificates for Consolidated Shares) re-opens .....	9:00 a.m. on Wednesday, 15 October 2014
Parallel trading in the Consolidated Shares (in form of new share certificates in green colour and existing share certificates in pink colour) begins .....	9:00 a.m. on Wednesday, 15 October 2014

Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares ..... 9:00 a.m. on Wednesday, 15 October 2014

Temporary counter for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares (in form of existing share certificates) closes ..... 4:00 p.m. on Tuesday, 4 November 2014

Parallel trading in the Consolidated Shares (in form of new share certificates in green colour and existing share certificates in pink colour) ends ..... 4:00 p.m. on Tuesday, 4 November 2014

Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares ..... 4:00 p.m. on Tuesday, 4 November 2014

Last day for free exchange of existing share certificates ..... 4:30 p.m. on Thursday, 6 November 2014

*The following events are conditional on the approval from the Court. The dates are therefore tentative.*

Effective date for the Capital Reduction and Sub-division ..... Tuesday, 6 January 2015

First day for free exchange of the share certificates for the Consolidated Shares in green colour for new share certificates for New Shares in brown colour ..... 9:00 a.m. on Tuesday, 6 January 2015

Last day for free exchange of the share certificates for the Consolidated Shares in green colour for new share certificates for New Shares in brown colour ..... 4:30 p.m. on Friday, 6 February 2015

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

As a result of the Share Consolidation, pursuant to the terms and conditions of the instrument of the Convertible Bonds, with effect from the close of business in Hong Kong on the day immediately preceding the date on which the consolidation become effective, 29 September 2014, the conversion price of the Convertible Bonds has been adjusted to HK\$0.3696 per Consolidated Share, and pursuant to the terms and

conditions of the Share Options Scheme, the subscription price of the outstanding Options has been adjusted to HK\$5.68 and HK\$3.36 per Consolidated Share respectively, based on which a total of 237,100 Shares (each at HK\$5.68) and 19,387 Shares (each at HK\$3.36) will be issued upon exercise of the outstanding Options in full. The said adjusted conversion price and subscription price have been reviewed by the Company's auditors, Elite Partners CPA Limited.

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

Hong Kong, 26 September 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>.*