



MOKO.mobi Limited
ACN 111 082 485
ASX:MKB

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Suite 4 Level 9, 341 George Street
Sydney, NSW, 2000, Australia

Website: corporate.moko.mobi
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Dear Shareholder,

On behalf of the Board, I have pleasure in inviting you to a General Meeting of the members of MOKO.mobi Limited (**Company**).

The General Meeting will be held at the offices of PKF, Level 10, 1 Margaret Street, Sydney on Friday, 17 June 2011, commencing at 4.00pm (AEST).

The formal Notice of General Meeting is attached. Please read that document carefully and in its entirety.

The Directors are of the opinion that the adoption of each of the resolutions to be proposed at the General Meeting is in the best interests of the shareholders of the Company. However, where a Director has a personal interest in the outcome of a particular resolution, he has refrained from making a recommendation in respect of that particular resolution.

Accordingly, where applicable, the Directors recommend that you vote in favour of each of the resolutions set out in the Notice of General Meeting. I note that it is my intention to vote all undirected proxies in favour of all the resolutions.

If you are unable or unwilling to attend the Meeting, the Directors urge you to vote on all the resolutions by completing and returning the accompanying Proxy Form in the manner set out in that Proxy Form. The Company must receive your duly completed Proxy Form by no later than 4.00pm (AEST) on Wednesday, 15 June 2011.

Yours faithfully,

A handwritten signature in black ink, appearing to be 'G McCann', written in a cursive style.

G McCann
Chairman
16 May 2011

NOTICE OF GENERAL MEETING

The General Meeting of MOKO.mobi Limited ABN 35 111 082 485 (**Company**) will be held at the offices of PKF, Level 10, 1 Margaret Street, Sydney on Friday, 17 June 2011, commencing at 4.00pm (AEST).

Unless expressly provided otherwise, each capitalised term used in this Notice, including the text of the Resolutions and Proxy Form set out herein, has the same meaning as is ascribed to it in the Glossary at the end of these Documents.

A G E N D A

BUSINESS

Resolution 1 – Ratification of prior issues of Securities

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution** of the Company:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the allotment and issue of 10,000,000 Shares and 5,000,000 Options, for the purposes and on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice.”

Resolution 2 – Approval for the raising of up to \$5,000,000 with a further approval to accept additional subscriptions up to a further \$5,000,000 by the issuing of Shares within three months from the date of this Meeting

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution** of the Company:

“That, for the purposes of Listing Rule 7.1 and Listing Rule 7.3.3 and for all other purposes, approval is given for the Company to raise up to \$5,000,000 by the issuing of Shares, each with one attaching Option for no additional consideration, at a price not lower than eighty per cent (80%) of the average market price of the Shares over the last five (5) days on which sales were recorded before the issue is made, with a further approval to accept additional subscriptions of up to a further \$5,000,000 on the same terms, for the purpose and on the terms and conditions set out in the Explanatory Memorandum.”

Resolution 3 – Approval for the raising of up to \$250,000 by issuing of Shares to Johannes de Back or his nominee

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution** of the Company:

“That, for the purposes of Listing Rule 10.11 of the ASX Listing Rules and for all other purposes, approval is given for the Company to issue Shares, to a maximum value of \$250,000, each with one attaching Option for no additional consideration, on the same terms as those under Resolution 2, to Johannes de Back, a Director of the Company, or his nominee, as part of the capital raising under Resolution 2 above for the purpose and on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice.”

Resolution 4 – Approval for the raising of up to \$250,000 by issuing of Shares to Peter Yates or his nominee


To consider and, if thought fit, to pass the following resolution as an **ordinary resolution** of the Company:

“That, for the purposes of Listing Rule 10.11 of the ASX Listing Rules and for all other purposes, approval is given for the Company to issue Shares, to a maximum value of \$250,000, each with one attaching Option for no additional consideration, on the same terms as those under Resolution 2, to Peter Yates, a Director of the Company, or his nominee, as part of the capital raising under Resolution 2 above for the purpose and on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice.”

Explanatory Memorandum

Attached to and forming part of this Notice is the Explanatory Memorandum which provides Shareholders with background information and further details on the Resolutions to be considered at the Meeting, in accordance with the ASX Listing Rules.

By Order of the Board

A handwritten signature in black ink, appearing to read 'AW Bursill', written in a cursive style.

AW BURSILL
COMPANY SECRETARY
16 May 2011

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice of General Meeting (**Notice**) of MOKO.mobi Limited ABN 35 111 082 485 (**Company**) to be held at the offices of PKF, Level 10, 1 Margaret Street, Sydney on Friday, 17 June 2011, commencing at 4.00pm (AEST).

Unless expressly provided otherwise, each capitalised term used in this Explanatory Memorandum has the same meaning as is ascribed to it in the Glossary at the end of these Documents.

A. Applicable Listing Rules and Corporations Act provisions

ASX Listing Rule 7.1

ASX Listing Rule 7.1 requires that a listed company must obtain shareholder approval prior to the issue of equity securities (including Shares, Options or securities convertible into Shares (such as a convertible notes), representing more than 15% of the issued capital of the Company in any twelve (12) month period.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 states that an entity must not issue or agree to issue equity securities to any of the following persons without the approval of holders of ordinary securities:

- (a) a related party; or
- (b) a person whose relationship with the entity or a related party is, in the ASX's opinion, such that approval should be obtained.

A "related party" for the purposes of the Corporations Act includes a director of a public company and accordingly Johannes de Back and Peter Yates are each a "related party" to the Company.

Shareholder approval for Resolution 3 and Resolution 4 is being sought under ASX Listing Rule 10.11. It should also be noted that ASX Listing Rule 7.2, Exception 14 provides that further Shareholder approval is not required to be obtained under ASX Listing Rule 7.1, assuming that Shareholder approval for each of Resolution 3 and Resolution 4 is given for the purposes of ASX Listing Rule 10.11.

B. Resolutions and related information

Resolution 1 – Ratification of Prior Issues of Securities

ASX Listing Rule 7.1 requires that a listed company obtain shareholder approval prior to the issue of shares, or securities convertible into shares, representing more than 15% of its ordinary issued capital in any twelve (12)-month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. This rule provides that where holders of ordinary securities approve the previous issue of securities made without approval under ASX Listing Rule 7.1 and provided that the previous issue of securities did not breach ASX Listing Rule 7.1 those securities shall be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Shareholder approval of the issues of securities set out below is now sought pursuant to ASX Listing Rule 7.4 to re-instate the Company's capacity to issue up to 15% of its ordinary issued capital, if required, in the next twelve (12) months without limiting the Company's ability to also issue up to a further 15% of its equity capital in the next twelve (12) months.

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders:

- (a) the total number of securities issued was 10,000,000 Shares and 5,000,000 Options (**Placement**);
- (b) the Shares were issued at a price of \$0.10 each Share, with one (1) additional Option being issued for each two (2) Shares issued, for no additional consideration. The terms of the Options were exercisable at \$0.10 each and expiry date of 25 July 2013;
- (c) the table below lists the parties who participated in the Placement:

Name	No of Shares	No of Options
Earl Fiduciary AG <Adesta A/C>	10,000,000	5,000,000

- (d) none of the abovementioned allottees were related parties of the Company;
- (e) the total amount raised under the Placement was \$1,000,000;
- (f) the funds raised were used for working capital;
- (g) the Shares allotted and issued under the Placement rank equally with, and be on the same terms as, the existing Shares on issue;
- (h) a summary of the terms and conditions of the Options follows:
 - (1) Subject to these terms and conditions, each Option will entitle the holder (**Holder**) to subscribe for one fully paid ordinary share in the Company at an issue price of \$0.10 each (**Exercise Price**);
 - (2) All Options are exercisable immediately upon issue and will expire on 25 July 2013 at 5.00pm (Sydney time) (**Expiry Date**). Options not exercised on or before the Expiry Date will automatically lapse.

- (3) In order to exercise the Options, the Holder must, no later than the close of business (Sydney time) on the Expiry Date, give written notice to the Company of its intention to exercise the Options in whole or in part, such notice to be accompanied by cash or certified cheque, payable to the Company's share Registry in the appropriate amount. Cheques must be made payable to **"MOKO.mobi Limited"** and marked "not negotiable". After receipt of such notice, the Company's share Registry will within the time required by the Listing Rules allot and issue the required number of Shares. The notice is only effective (and only becomes effective) when the Company's share Registry has received value for the full amount of the Exercise Price (for example, if the Exercise Price is paid by cheque, by clearance of that cheque).
- (4) All Shares issued upon exercise of the Options in accordance with these terms will rank equally in all respect with issued Shares. The Company will apply for quotation of the Shares allotted pursuant to the exercise of the Options within the time required by the Listing Rules after the date of allotment.
- (5) There are no participating rights or entitlements inherent in the Options and Holders will not necessarily be entitled to participate in new issues of capital that may be offered to Shareholders.
- (6) Subject to the rights above, Holders shall have the right to exercise their Options prior to the date for determining entitlements to any capital issues to the then existing Shareholders made during the term of the Options, and will be granted a period of at least 5 business days before the record date to exercise the Options.
- (7) In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
- (8) If there is a bonus share issue to the holders of Shares, the number of Shares over which a Option is exercisable will be increased by the number of Shares which the Holder would have received if the Option had been exercised before the record date for the bonus issue.

(i) Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by:

- participants in the issue the subject of Resolution 1; and
- any Associate of the participants in the issue the subject of Resolution 1.

However, the Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Directors' Recommendation and Reasons for Recommendation in relation to Resolution 1

The Board recommends shareholders vote in favour of Resolution 1 as it allows the Company to ratify the above issue of securities and retain the flexibility to issue further securities representing up

to 15% of the Company's share capital during the next twelve (12) months without limiting the Company's ability to also issue up to a further 15% of its equity capital in the next twelve (12) months. Subject to the noted exclusions, the Directors' intend to vote all their Shares in favour of Resolution 1.

Resolution 2 – Approval for the raising of up to \$5,000,000, with further approval to accept oversubscriptions of an additional \$5,000,000, by the issuing of Shares within three months from the date of this Meeting

Under the Resolution 2, the Company is seeking approval to raise \$5,000,000 by the issuing of new Shares, each with one attaching Option for no additional consideration, with a further approval to accept additional subscriptions of up to a further \$5,000,000 on the same terms, within three months of the date of this Meeting. The new capital will be primarily used to focus on marketing initiatives in the US and the UK where the revenue per user is the highest, and to strengthen the position of the Company as it explores potential M&A activities. Some of the funds will also be used to expand MOKO's business development, sales and the product and development team, to accelerate growth.

The Company intends to issue Shares at a discount not greater than twenty per cent. (20%) to the VWAP of the Shares as determined immediately before the day on which the Shares are to be issued in accordance with the proposed capital raising.

The effect of the passage of Resolution 2 will be to permit the Directors to issue and allot Shares at any time within three (3) months after the date of the Meeting (or a longer period if approved by ASX) without limiting the Company's ability to also issue up to a further 15% of its equity capital in the next twelve (12) months.

The maximum amount of funds that will be raised from the Share Placement is \$10 million.

Listing Rule 7.3 requires the following information be provided to Shareholders when seeking approval for the purposes of Listing Rule 7.1:

- (a) The maximum number of Shares that will be issued under the Resolution 2 is not known. However, the maximum number of those Shares will not be more than the number of Shares that if issued and allotted at the proposed VWAP price level, would not require more than \$10,000,000 to be subscribed by investors (including any oversubscriptions);
- (b) the Shares and Options will be issued no later than three (3) months after the date of the Meeting (or a longer period if approved by ASX) and it is intended that allotment will occur on the same date;
- (c) The Company intends to issue the new Shares that are the subject of Resolution 2 at a discount not greater than twenty per cent. (20%) of the VWAP of the Shares as determined immediately before the day on which the Shares are to be issued in accordance with the proposed capital raising.
- (d) other than as provided under Resolution 3 and Resolution 4, the Shares and Options will be issued and allotted to investors who are not related parties of the Company. The identity of allottee/s has not yet been determined but all are expected to be professional and/or sophisticated investors. The identity of the allottee/s will be at the discretion of the Company or in consultation with any broker the Company may engage to assist in the placing of the Shares or both and who are not related parties;

- (e) the Shares will rank equally with, and on the same terms as, the Company's then issued Shares.
- (f) a summary of the terms and conditions of the Options to be issued under Resolution 2 is set out below. Subject to these terms and conditions, each Option will entitle the holder (**Holder**) to subscribe for one fully paid ordinary share in the Company (**Share**) at an exercise price of \$0.10 per Option (**Exercise Price**). The terms of the Options are identical to those currently officially quoted on the ASX under the symbol MKBO. The Company will apply to the ASX for, and will use its best endeavours to obtain, quotation or listing of all Options issued and allotted, but gives no assurance or undertaking that such quotation or listing will be granted or maintained.
- the Options will expire on 25 July 2013 (each an **Expiry Date**). Options not exercised on or before their respective Expiry Date will automatically lapse.
 - Shares issued and allotted pursuant to the exercise of Options will rank equally in all respects with the then existing Shares and will be subject to the provisions of the Constitution.
 - Subject to the following paragraphs, an Option does not confer the right to participate in new issues of securities by the Company without first exercising the Option. However, the Company will ensure that for the purpose of determining entitlements to any such issue, the Company will notify the Holder of an Option of the details of the new issue by the relevant date for the particular issue as determined in accordance with the Listing Rules.
 - Adjustments to the number of Shares underlying each Option and/or the Exercise Price will be made in accordance with the requirements of the Listing Rules to take account of changes to the capital structure of the Company by way of pro-rata bonus and cash issues.
 - The terms of the Options do not prevent the Options being reconstructed as required by the Listing Rules on a reconstruction of the Company's issued capital. The rights of a Holder of a Option may be changed to the extent necessary to comply with the Listing Rules that apply to a reorganisation of capital at the time of the reorganisation.
 - In the event of any reconstructions of the Company's issued capital, Options will be treated in the following manner:
 - in the event of a consolidation of the Shares, the number of Options will be consolidated in the same ratio as the Shares and the Exercise Price will be amended in inverse proportion to that ratio;
 - in the event of a subdivision of the Shares, the number of Options will be subdivided in the same ratio as the Shares and the Exercise Price will be amended in inverse proportion to that ratio;
 - in the event of a pro-rata cancellation of Shares, the number of Options will be reduced in the same ratio as the Shares and the Exercise Price will be amended in inverse proportion to that ratio; and
 - in the event of any other reconstruction of the issued capital of the Company, the number of Options or the Exercise Price or both will be reconstructed (as appropriate) in

a manner which will not result in any benefits being conferred on the Holders of the Options which are not conferred on Shareholders.

- The Company will apply to the ASX for, and will use its best endeavours to obtain, quotation or listing of all Shares issued and allotted on the exercise of an Option, but gives no assurance or undertaking that such quotation or listing will be granted or maintained.
- If the Company is liquidated, all unexercised Options will lapse.

(g) the maximum funds raised from the Share Placement, including the potential additional oversubscriptions, is \$10,000,000. These funds will be used as additional working capital for the Company ; and

(h) Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution 2 by:

- a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 2 is passed; and
- any Associate of that person (or those persons).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Directors' Recommendation and Reasons for Recommendation in relation to Resolution 2

The Board recommends Shareholders vote in favour of Resolution 2. If passed in accordance with its terms, proceeds received by the Company under the capital raising that is the subject of Resolution 2 will provide additional working capital to the Company. The new capital will be primarily used to focus on marketing initiatives in the US and the UK where the revenue per user is the highest, and to strengthen the position of the Company as it explores potential M&A activities. Some of the funds will also be used to expand MOKO's business development, sales and the product and development team, to accelerate growth.

Resolution 3 – Approval of for participation of Johannes de Back in share placement

As noted under Resolution 2 the Company has announced its intention to raise \$5,000,000 in new capital, with one Option granted with each Share for no additional consideration.

As part of this capital raising, an entity controlled by Johannes de Back has agreed to subscribe for Shares, such that the total consideration payable does not exceed \$250,000. As part of the subscription Mr de Back will also be granted one additional Option for no additional consideration for each Share allotted, in accordance with the terms of the placement under Resolution 2.

Resolution 3 seeks Shareholder approval for the allotment and issue of a Shares and Options on terms identical to those under Resolution 2 to Johannes de Back, a related party of the Company, or his nominee to a maximum value of \$250,000.

ASX Listing Rule 10.11 states that an entity must not issue or agree to issue equity securities to any of the following persons without the approval of holders of ordinary securities (subject to certain exceptions set out in Listing Rule 10.12 that are not applicable to the circumstances of the proposed Share issue that is the subject of Resolution 3):

- (a) a related party; or
- (b) a person whose relationship with the entity or a related party is, in the ASX's opinion, such that approval should be obtained.

Because Johannes de Back is a Director, he and any entity that he controls is, by definition, a related party to the Company, for the purposes of the ASX Listing Rules. However, if Shareholder approval to Resolution 3 is obtained under Listing Rule 10.11, further Shareholder approval to Resolution 3 is not required under Listing Rule 7.1 (see Listing Rule 7.2, Exception 14).

It is the view of the Directors that Shareholder approval of Resolution 3 is not required under Chapter 2E of the Corporations Act as any shares allotted to Mr de Back pursuant to Resolution 3 comes within the arm's length terms exception in Section 210 of the Corporations Act.

Listing Rule 10.13 requires the following information be provided to Shareholders:

- (a) the allottee of the Shares for the purpose of Resolution 3 is Johannes de Back, a director of the Company, or his nominee (**Related Party**);
- (b) The maximum number of Shares that will be issued pursuant Resolution 3 is not known. However, the maximum number of those Shares will not be more than the number of Shares that if issued and allotted at the proposed VWAP price level, would not require more than \$250,000 to be subscribed by Mr de Back;
- (c) the Shares and Options will be issued not later than 1 month after the date of the passage of Resolution 3 (or such later date as permitted by any ASX waiver or modification by the ASX Listing Rules);
- (d) The Company intends to issue the new Shares that are the subject of Resolution 3 at a discount not greater than twenty per cent. (20%) of the VWAP of the Shares as determined immediately before the day on which the Shares are to be issued in accordance with the proposed capital raising.
- (e) the Shares to be issued will rank equally with, and be on the same terms as, the Company's then issued Shares;
- (f) the Options to be issued pursuant Resolution 3 are identical to those Options to be issued pursuant to Resolution 2. A summary of the terms and conditions of the Options to be issued under Resolution 3 is contained under Resolution 2; and
- (g) the funds raised from the issue will be used as additional working capital for the Company.

Directors' Recommendation and Reasons for Recommendation in relation to Resolution 3

The Directors, other than Johannes de Back, recommend Shareholders vote in favour of Resolution 3 as it provides additional working capital to the Company as part of the Company's wider capital raising. Subject to the noted exclusions, the Directors' intend to vote their Shares in favour of Resolution 3.

Voting Exclusion Statement

The Company will disregard any votes cast on this by:

- Johannes de Back; and
- any associate of Johannes de Back.

However, the Company will not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 4 – Approval of for participation of Peter Yates in share placement

As noted under Resolution 2 the Company has announced its intention to raise \$5,000,000 in new capital, with one Option granted with each Share for no additional consideration.

As part of this capital raising, an entity controlled by Peter Yates has agreed to subscribe for Shares, such that the total consideration payable does not exceed \$250,000. As part of the subscription Mr Yates will also be granted one additional Option for no additional consideration for each Share allotted, in accordance with the terms of the placement under Resolution 2.

Resolution 4 seeks Shareholder approval for the allotment and issue of a Shares and Options on terms identical to those under Resolution 2 to Peter Yates, a related party of the Company, or his nominee to a maximum value of \$250,000.

ASX Listing Rule 10.11 states that an entity must not issue or agree to issue equity securities to any of the following persons without the approval of holders of ordinary securities (subject to certain exceptions set out in Listing Rule 10.12 that are not applicable to the circumstances of the proposed Share issue that is the subject of Resolution 4):

- (a) a related party; or
- (b) a person whose relationship with the entity or a related party is, in the ASX's opinion, such that approval should be obtained.

Because Peter Yates is a Director, he and any entity that he controls is, by definition, a related party to the Company, for the purposes of the ASX Listing Rules. However, if Shareholder approval to Resolution 4 is obtained under Listing Rule 10.11, further Shareholder approval to Resolution 4 is not required under Listing Rule 7.1 (see Listing Rule 7.2, Exception 14).

It is the view of the Directors that Shareholder approval of Resolution 4 is not required under Chapter 2E of the Corporations Act as any shares allotted to Mr Yates pursuant to Resolution 4 comes within the arm's length terms exception in Section 210 of the Corporations Act.

Listing Rule 10.13 requires the following information be provided to Shareholders:

- (a) the allottee of the Shares for the purpose of Resolution 4 is Peter Yates, a director of the Company, or his nominee (**Related Party**);
- (b) The maximum number of Shares that will be issued pursuant Resolution 4 is not known. However, the maximum number of those Shares will not be more than the number of Shares that if issued and allotted at the proposed VWAP price level, would not require more than \$250,000 to be subscribed by Mr Yates;
- (c) the Shares and Options will be issued not later than 1 month after the date of the passage of Resolution 4 (or such later date as permitted by any ASX waiver or modification by the ASX Listing Rules);
- (d) The Company intends to issue the new Shares that are the subject of Resolution 4 at a discount not greater than twenty per cent. (20%) of the VWAP of the Shares as determined immediately before the day on which the Shares are to be issued in accordance with the proposed capital raising.
- (e) the Shares to be issued will rank equally with, and be on the same terms as, the Company's then issued Shares;
- (f) the Options to be issued pursuant Resolution 4 are identical to those Options to be issued pursuant to Resolution 2. A summary of the terms and conditions of the Options to be issued under Resolution 4 is contained under Resolution 2; and
- (g) the funds raised from the issue will be used as additional working capital for the Company.

Directors' Recommendation and Reasons for Recommendation in relation to Resolution 4

The Directors, other than Peter Yates, recommend Shareholders vote in favour of Resolution 4 as it provides additional working capital to the Company as part of the Company's wider capital raising. Subject to the noted exclusions, the Directors' intend to vote their Shares in favour of Resolution 4.

Voting Exclusion Statement

The Company will disregard any votes cast on this by:

- Peter Yates; and
- any associate of Peter Yates.

However, the Company will not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

GLOSSARY

Defined Terms

Associate has the same meaning as is ascribed to that term in section 12(2) of the Corporations Act.

ASX means the ASX Limited ACN 008 624 691.

ASX Listing Rules means the rules and procedures issued and enforced by the ASX, as amended from time to time.

AEST means Australian Eastern Standard Time, Sydney, New South Wales.

Board means the board of Directors, as constituted from time to time.

Company means MOKO.mobi Limited ABN 35 111 082 485.

Constitution means the constitution of the Company, as varied or amended from time to time.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a member of the board of directors of the Company.

Documents means each of the Notice, Explanatory Memorandum and the Proxy Form and all other documents, that each constitute part of this booklet and that accompany each other when sent to each Shareholder.

Explanatory Memorandum means the explanatory memorandum that accompanies and forms part of the Documents.

Holder or **Shareholder** means the registered holder of a Share, Director Option or Staff Option as applicable.

Meeting or **General Meeting** means the general meeting being convened by the Directors and pursuant to the Notice.

Notice means this notice of general meeting of the Shareholders that accompanies and forms part of the Documents.

Option means an option to acquire a Share.

Proxy Form means the proxy form that accompanies and forms part of the Documents.

Resolution means any one of the resolutions set out in the Notice.

Share means a fully paid up ordinary share in the issued capital of the Company.

Shareholder means the holder of a Share.

VWAP means the volume weighted average price of the Shares sold on the ASX during the 5 trading days immediately preceding and including the date on which such price is to be determined, but does not include any transactions defined in the ASX Business Rules as 'special' crossings prior to the

commencement of normal trading, crossings during the after hours adjust phase nor any overseas trades or trades pursuant to the exercise of options over ordinary shares in the capital of the Company.

Interpretation

In these Documents, unless the context requires otherwise:

a reference to a word includes the singular and the plural of the word and vice versa;

- (a) a reference to a gender includes any gender;
- (b) if a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
- (c) a term which refers to a natural person includes a company, a partnership, an association, a corporation, a body corporate, a joint venture or a governmental agency;
- (d) headings are included for convenience only and do not affect interpretation;
- (e) a reference to a document includes a reference to that document as amended, novated, supplemented, varied or replaced;
- (f) a reference to a thing includes a part of that thing and includes but is not limited to a right;
- (g) the terms “included”, “including” and similar expressions when introducing a list of items do not exclude a reference to other items of the same class or genus;
- (h) a reference to a statute or statutory provision includes but is not limited to:
 - (i) a statute or statutory provision which amends, extends, consolidates or replaces the statute or statutory provision;
 - (ii) a statute or statutory provision which has been amended, extended, consolidated or replaced by the statute or statutory provision; and
 - (iii) subordinate legislation made under the statute or statutory provision including but not limited to an order, regulation, or instrument;
- (i) reference to “\$”, “A\$”, “Australian Dollars” or “dollars” is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia;
- (j) a reference to an asset includes all property or title of any nature including but not limited to a business, a right, a revenue and a benefit, whether beneficial, legal or otherwise.



MOKO.mobi Limited

ABN 35 111 082 485

LODGE YOUR VOTE



ONLINE

www.investorcentre.linkmarketservices.com.au



By mail:
MOKO.mobi Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: 02 9287 0309



All enquiries to: Telephone: 1300 554 474 or 02 8280 7111



X99999999999

SECURITYHOLDER VOTING FORM

I/We being a member(s) of MOKO.mobi Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman
of the Meeting
(mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the General Meeting of the Company to be held at 4:00pm (AEST) on Friday, 17 June 2011, at the offices of PKF, Level 10, 1 Margaret Street, Sydney and at any adjournment or postponement of the meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an **X**

STEP 2

VOTING DIRECTIONS

Resolution 1

Ratification of prior issues of Securities

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 2

Approval for the raising of up to \$5,000,000 with a further approval to accept additional subscriptions up to a further \$5,000,000 by the issuing of Shares within three months from the date of this Meeting

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 3

Approval for the raising of up to \$250,000 by issuing of Shares to Johannes de Back or his nominee

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 4

Approval for the raising of up to \$250,000 by issuing of Shares to Peter Yates or his nominee

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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i * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

MKB PRX101



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's security registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **4:00pm (AEST) on Wednesday, 15 June 2011**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE > www.investorcentre.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

MOKO.mobi Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

02 9287 0309



by hand:

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the General Meeting, please bring this form with you.
This will assist in registering your attendance.