

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005, 01/08/2012, 04/03/2013

Name of entity

**MOKO Social Media Limited**

ACN

**111 082 485**

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- 1 +Class of +securities issued or to be issued

Please refer to Annexure 2. The numbers of options granted are expressed in terms of ordinary shares, but have been granted over American Depositary Shares (where one ADS = 40 ordinary shares).

- 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

Please refer to Annexure 2. The numbers of options granted are expressed in terms of ordinary shares, but have been granted over American Depositary Shares (where one ADS = 40 ordinary shares).

- 3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)

Please refer to Annexure 2. The numbers of options granted are expressed in terms of ordinary shares, but have been granted over American Depositary Shares (where one ADS = 40 ordinary shares).

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+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?	1.-6. No  If the additional securities do not rank equally, please state: <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>
5	Issue price or consideration	1.-6. Issued in lieu of remuneration/fees for services provided
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	1.-6. Issued in lieu of remuneration/fees for services provided
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	1,700,000
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	0

6f	Number of securities issued under an exception in rule 7.2	N/A						
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	N/A						
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A						
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	REFER ANNEXURE 1						
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	1.-6. 23 December 2014						
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>601,899,266</td> <td>(MKB) Ordinary Shares</td> </tr> <tr> <td>144,007,974</td> <td>(MKBOA)Listed Options, exercise price 5 cents, expiry 13 June 2015</td> </tr> </tbody> </table>	Number	+Class	601,899,266	(MKB) Ordinary Shares	144,007,974	(MKBOA)Listed Options, exercise price 5 cents, expiry 13 June 2015
Number	+Class							
601,899,266	(MKB) Ordinary Shares							
144,007,974	(MKBOA)Listed Options, exercise price 5 cents, expiry 13 June 2015							

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	20,000,000	Performance Shares
	10,000,000	(MKBAO) Director Unlisted Options, Exp \$0.042, Exp 30 July 2016
	2,000,000	(MKBAO) Unlisted Options, Exp \$0.04, Exp 30 June 2015
	500,000	(MKBAO) Unlisted Options, \$0.10, Exp 30 Nov 2015
	750,000	(MKBAO) Employee Unlisted Options, \$0.06, Exp 31 Jul 2016
	4,250,000	(MKBAO) Employee Unlisted Options, \$0.17, Exp 31 Jul 2016
	3,450,000	(MKBAO) Unlisted Options, \$0.155, Exp 24 October 2015
	16,000,000	Unlisted options, \$0.40, Exp 28 November 2015
	6,400,000	Unlisted options, \$0.10, Exp 28 November 2015
	1,000,000	Unlisted options, \$0.03, Exp 30 June 2015

9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	1,000,000	Unlisted options, \$0.04, Exp 30 June 2015
		1,000,000	Unlisted options, \$0.02, Exp 30 June 2015
		1,000,000	Unlisted options, \$0.11, Exp 30 June 2015
		2,000,000	Unlisted options, \$0.20, Exp 31 January 2016
		1,000,000	Unlisted options, US\$0.05, Exp 31 December 2014
		1,000,000	Unlisted options, US\$0.10, Exp 31 December 2014
		1,000,000	Unlisted options, US\$0.15, Exp 31 December 2015
		250,000	Unlisted options, US\$0.17, Exp 30 June 2016
		1,000,000	Unlisted options, US\$0.1875, Exp 30 June 2015
		7,500,000	Unlisted options \$0.19, Exp 26 November 2017
5,000,000	Unlisted options \$0.19, Exp 26 November 2016		

+ See chapter 19 for defined terms.

9 Number and class of all securities not quoted on ASX (including the securities in clause 2 if applicable)

1,000,000	Unlisted Options \$0.196, Exp 31 January 2017
10,320,000	Unlisted options over American Depositary Shares (expressed here in ordinary shares)
1,000,000	Unlisted Options \$0.20, Exp 20 December 2016
1,700,000	Unlisted options over American Depositary Shares – please refer to Annexure 2

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable
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## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	Not applicable
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12	Is the issue renounceable or non-renounceable?	Not applicable
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13	Ratio in which the +securities will be offered	Not applicable
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14	+Class of +securities to which the offer relates	Not applicable
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15	+Record date to determine entitlements	Not applicable
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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
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17	Policy for deciding entitlements in relation to fractions	Not applicable
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18	Names of countries in which the entity has +security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	Not applicable
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19	Closing date for receipt of acceptances or renunciations	Not applicable
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20	Names of any underwriters	Not applicable
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21	Amount of any underwriting fee or commission	Not applicable
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+ See chapter 19 for defined terms.

22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not applicable
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Not applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	+Despatch date	Not applicable



## Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

1 - 1,000

1,001 - 5,000

5,001 - 10,000

10,001 - 100,000

100,001 and over

37  A copy of any trust deed for the additional +securities

### Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

Not applicable

39 Class of +securities for which quotation is sought

Not applicable

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+ See chapter 19 for defined terms.

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Not applicable

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

Not applicable

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)	Not applicable	

## Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: ..... Date: 23 December 2014  
(~~Director~~/Company secretary)

Print name: Andrew Bursill

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+ See chapter 19 for defined terms.

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b><i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i></b>	
<b><i>Insert</i></b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	483,090,104
<b><i>Add</i></b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	117,566,899
<b><i>Subtract</i></b> the number of fully paid ordinary securities cancelled during that 12 month period	-
<b>“A”</b>	<b>600,657,003</b>

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	90,098,550
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	11,442,263
“C”	<b>11,442,263</b>
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15  <i>Note: number must be same as shown in Step 2</i>	90,098,550
<b>Subtract</b> “C”  <i>Note: number must be same as shown in Step 3</i>	11,442,263
<b>Total</b> [“A” x 0.15] – “C”	<b>78,656,287</b> <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<p><b>“A”</b></p> <p><i>Note: number must be same as shown in Step 1 of Part 1</i></p>	
<b>Step 2: Calculate 10% of “A”</b>	
<p><b>“D”</b></p>	<p>0.10</p> <p><i>Note: this value cannot be changed</i></p>
<p><b>Multiply “A” by 0.10</b></p>	
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<p><b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A</p> <p><i>Notes:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<p><b>“E”</b></p>	

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<p>“A” x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	
<p><b>Subtract “E”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	
<p><b>Total</b> [“A” x 0.10] – “E”</p>	<p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

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+ See chapter 19 for defined terms.

## Annexure 2 – Options over American Depositary Shares (ADS)

Table of unlisted options granted on 30 June 2014. The numbers of options granted are expressed in terms of ordinary shares in this Appendix 3B, but have been granted over American Depositary Shares (where one ADS = 40 ordinary shares)

<b>Unlisted options</b>	<b>Exercise price per ADS in US\$</b>	<b>Number granted (in ADS)</b>	<b>Expiry date</b>	<b>Vesting date</b>	<b>Number granted (in ordinary shares)</b>	<b>Grant date</b>
Unlisted options	4.58	7,500	03/12/2016	No	300,000	23/12/2014
Unlisted options	4.58	7,500	03/11/2017	3/11/2015	300,000	23/12/2014
Unlisted options	4.58	7,500	03/11/2018	3/11/2016	300,000	23/12/2014
Unlisted options	5.05	6,666	01/11/2017	01/11/2015	266,640	23/12/2014
Unlisted options	5.05	6,667	01/11/2018	01/11/2016	266,680	23/12/2014
Unlisted options	5.05	6,667	01/11/2019	01/11/2017	266,680	23/12/2014