



**MOKO.mobi Limited**  
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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, 2000 on Thursday, 15 December 2011, commencing at 10.30am (AEDT).

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.

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.

The Company has received letters of intent from major shareholders, representing approximately 52% of the total shareholdings in the Company, to vote in favour of the resolutions to approve this acquisition. The directors also propose to vote in favour of 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 10.30am (AEDT) on -Tuesday, 13 December 2011.

Yours faithfully,

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

Greg McCann  
Chairman  
16 November 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, 2000  
**Thursday, 15 December 2011**, commencing at **10.30am (AEDT)**

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 – Approval of Acquisition**

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

*“That, subject to the passing of Resolutions 2 and 3, for the purposes of ASX Listing Rule 11.1.2 and for all other purposes, Shareholders approve the Company making a significant change to the scale of its activities through effecting and completing the Acquisition on the terms and conditions outlined in the Explanatory Memorandum accompanying the Notice.”*

#### **Resolution 2 – Issue of Shares to VAC as part of Acquisition**

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

*“That, subject to the passing of Resolutions 1 and 3, for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue and allotment of 12,857,143 Shares to VAC at a deemed issue price of \$0.07 per Share in consideration for the acquisition of the Loan as part of the Acquisition, within three months from the date of this Meeting, on the terms and conditions outlined in the Explanatory Memorandum accompanying the Notice.”*

#### **Resolution 3 – Approval for the issue of up to 50,000,000 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, subject to the passing of Resolutions 1 and 2, for the purposes of Listing Rule 7.1 and Listing Rule 7.3.3 and for all other purposes, shareholders approve the issue and allotment of new Shares, to a maximum of 50,000,000 Shares, within three months from the date of this meeting, 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, for the purposes and on the terms and conditions outlined in the Explanatory Memorandum.”*

## **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 'A. Bursill', written in a cursive style.

Andrew Bursill  
Company Secretary  
16 November 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, 2000 **Thursday, 15 December 2011**, commencing at **10.30am (AEDT)**

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 ASX Listing Rules provisions**

### **ASX Listing Rule 11.1**

ASX Listing Rule 11.1 provides that if an entity proposes to make a significant change, either directly or indirectly, to the nature or scale of its activities, it must provide full details to the ASX as soon as practicable and before making the change. The following rules apply in relation to the proposed change:

- (a) the entity must give ASX information regarding the change and its effect on future potential earnings and any other information that ASX asks for;
- (b) if ASX requires, the entity must get the approval of holders of its ordinary securities and must comply with any requirements of ASX in relation to the notice of meeting; or
- (c) if ASX requires, the entity must meet the requirements in Chapters 1 and 2 of the Listing Rules as if the entity were applying for admission to the official list.

In the present circumstances, ASX has determined that the Acquisition results in a significant change to the scale of the Company's activities, and accordingly requires the Company to obtain shareholder approval for that change. ASX does not require the Company to meet the requirements of Chapters 1 and 2 of the ASX Listing Rules in relation to the Acquisition.

### **ASX Listing Rule 7.1**

In broad terms, 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), representing more than 15% of the issued capital of the Company in any twelve (12) month period.

## **B. Overview of PTL Business, benefit to the Company and terms of Acquisition**

### **Introduction**

On 10 October 2011, the Company announced that it had entered into a non-binding term sheet to acquire 100% ownership and control of a UK mobile content business. This will be achieved by acquisition of all of the shares in PTL.

The proposed Acquisition will allow the Company to establish a European hub for its operations and enable the Company to further expand its product portfolio.

### **Highlights of PTL Business**

- The PTL Business is a leading UK based mobile platform provider for mobile social interaction, and the acquisition of it is expected to enable the Company to expand its business to operator channels (B2O), and business to business (B2B) operations; including a proprietary platform for mobile developers to market and monetize device independent HTML5 Apps.

- The PTL Business involves arrangements with 77 mobile network operators across 12 countries, with an addressable market of over 1 billion mobile consumers.
- 50% of the PTL Business's current business is from emerging markets, such as Africa; with the other 50% from the UK and Italy.
- The PTL Business is a leading provider of mobile social user experience products monetized through co-operations with carriers.
- The PTL Business is profitable and has a proven business model.

### **Background and Benefits to the Company**

The Company has already committed to setting up an office in the UK to further explore its UK and European carrier relationships; and the Acquisition will speed up and enhance that process.

Originally founded in 2003, the PTL Business is an experienced mobile business and has 30 staff. Its current core markets are:

- UK
- South Africa
- Italy
- South Asia - Pacific

The PTL Business has its own web app design and development team, content management systems and marketing and customer relationship management (**CRM**) teams, which will be highly complementary to the Company's current team and will provide the Company with the necessary resources to grow further in the important European and African markets.

The PTL Business has an experienced team and will provide the Company with new distribution channels and carrier billing relationships that will fast-track the Company's other business lines, product revenues and overall user-base growth.

The PTL Business has an experienced technical development team that will also enable the Company's product development to be broadened and expedited.

### **Revenue and Profitability**

The PTL Business is profitable and currently has annual revenues of approximately AUD14 million. There are expected cost synergies that will enhance profitability and by completing this Acquisition, the Company's overall path to profit will be significantly shortened and will provide the combined Company group with product development, CRM and marketing skills, to prepare for further growth in the near future.

The Company's own core revenues are growing but with this Acquisition, the directors believe that the growth will accelerate and it will strengthen the Company to take advantage of other potential acquisitions in the mobile social sector.

### **Outlook**

Completing this Acquisition will position MOKO as significant mobile social player with a growing global footprint, well positioned for further growth both organically and to aggressively pursue further acquisitions.

If completed, this will be the Company's third acquisition in 2011 and will establish an experienced team of industry professionals with the necessary skills to pursue the Company's target of becoming the world's leading mobile social platform.

### **Outline of terms of Acquisition**

#### *Acquisition structure*

The Company has entered into the Acquisition Agreements to acquire:

- (a) all of the issued capital of PTL; and
- (b) the Loan, which is a secured loan from VAC to one of the PTL group companies (as outlined in more detail below).

In consideration for the acquisition of the shares in PTL and cancellation of the existing option in PTL (as outlined in more detail below), the Company has agreed to pay to the shareholders and the optionholder of PTL an aggregate of USD100,000.00.

In consideration for the acquisition of the Loan, the Company has agreed to pay to VAC the sum of USD1,409,999.00 and issue to VAC 12,857,143 Shares at a deemed issue price of \$0.07 each.

The cash component of the consideration outlined above is to be provided by means of non-interest bearing (other than default interest), unsecured loan notes to be issued by the Company to the relevant vendors, on terms that the principal is to be paid in full within 6 months of completion of the Acquisition (**Loan Notes**).

The Shares to be issued to VAC as part of the consideration will be issued on a fully paid up basis and the rights attaching to those Shares will be identical in all respects with the rights attaching to Shares currently on issue.

#### *PTL structure*

PTL is a company incorporated in the British Virgin Islands, and is the holding company of the companies that operate the PTL Business.

Approximately 70% of the shares in PTL are owned by VAC, with the remainder owned by the former founders and third party investors.

For the purposes of acquiring all of the shares in PTL, the Company has entered into a share purchase agreement with VAC and all but one of the other shareholders of PTL. The remaining PTL shareholder's (**Drag Shareholder's**) shares will be acquired simultaneously by means of a drag along provision contained in PTL's memorandum and articles of association.

A member of current management of VAC and the PTL Business presently holds an option to acquire shares in PTL. To ensure that the Company becomes the 100% owner of PTL, as part of the Acquisition, that option will be cancelled and the optionholder will be entitled to a portion of the USD100,000.00 price to be paid by the Company.

In addition, in June 2010 VAC made a secured loan (referred to in these Documents as the **Loan**) to one of the companies in the PTL group. As part of the Acquisition, the Company has agreed to take an assignment of that loan from VAC together with the security for the loan. The result will be that in addition to acquiring all of the shares in PTL, the Company will also acquire the Loan and the relevant PTL group company will cease to have any debt to VAC.

*Conditions precedent*

Completion of the Acquisition is conditional upon and subject to:

- (a) Shareholders approving each of the Resolutions by the requisite majority;
- (b) the Company obtaining any other regulatory approvals that may be required;
- (c) there being no material breach of the terms of the Acquisition Agreements or warranties contained in them;
- (d) the vendors obtaining the consent of any party to a material contract of the PTL Business where required under the terms of that contract;
- (e) completion of the PTL Business's divestment of a non-core business which the Company does not wish to acquire;
- (f) the vendors forgiving certain debts and liabilities owed to them by the target group; and
- (g) the Drag Shareholder transferring his shares in PTL to the Company simultaneously with the transfer of all other shares in PTL to the Company.

The Company has agreed to pay the vendors a break fee of USD100,000.00 in the event that the Resolutions are not approved by Shareholders by 28 December 2011, if the Company becomes unable to issue a cleansing statement under s708A(5) of the Corporations Act at the time it is required to issue Shares to VAC other than for reasons outside the Company's control or if the Company fails to complete the purchase of the Loan resulting in the termination of the transaction.

The Company has received letters of intent from major shareholders, representing approximately 52% of the total shareholdings in the Company, to vote in favour of the resolutions to approve this acquisition. The directors also propose to vote in favour of the resolutions.

The table below compares the pre-Acquisition position of the Company as outlined in its audited accounts for the period ending 30 June 2011, with the expected pro forma post-Acquisition balance sheet of the Company and the PTL group (based on the October management accounts of the PTL group companies).

**PRO FORMA BALANCE SHEET**  
for potential acquisition of UK based mobile content business

	Consolidated Group	
	30 June 2011	PRO FORMA
	(Pre-Acquisition)	(Post-Acquisition)
	\$	\$
<i>Current Assets</i>		
Cash and cash equivalents	1,925,626	929,634
Trade and other receivables	329,354	2,341,399
Other current assets	64,813	64,813
<b>Total Current Assets</b>	<b>2,319,793</b>	<b>3,335,846</b>
<i>Non-Current Assets</i>		
Property, plant and equipment	17,079	777,508
Intangible assets	151,663	2,303,565
<b>Total Non-Current Assets</b>	<b>168,742</b>	<b>3,081,073</b>
<b>Total Assets</b>	<b>2,488,535</b>	<b>6,416,919</b>
<i>Current Liabilities</i>		
Trade and other payables	581,787	2,742,215
Borrowings	962,250	962,250
Provisions	98,995	98,995
<b>Total Current Liabilities</b>	<b>1,643,032</b>	<b>3,803,460</b>
<i>Non Current Liabilities</i>		
Borrowings	-	867,956
<b>Total Non Current Liabilities</b>		
<b>Total Liabilities</b>	<b>1,643,032</b>	<b>4,671,416</b>
<b>Net Assets</b>	<b>845,503</b>	<b>1,745,503</b>
<b>Issued capital</b>	<b>15,603,025</b>	<b>16,503,025</b>
<b>Option Premium Reserve</b>	<b>1,989,462</b>	<b>1,989,462</b>
<b>Accumulated Losses</b>	<b>(16,746,984)</b>	<b>(16,746,984)</b>
<b>Total Equity</b>	<b>845,503</b>	<b>1,745,503</b>

## **C. Resolutions and related information**

### **Resolution 1 – Approval of the Acquisition**

#### **Shareholder Approval**

Before completion of the Acquisition can occur, Shareholder approval is required by the Company. The Company seeks approval in Resolution 1 for the purposes of Listing Rule 11.1.2, because the Acquisition represents a significant change in the scale of activities of the Company.

Details of the PTL Business, and the benefits expected to flow from the Acquisition, are set out in Part B above.

#### **Voting Exclusion Statement**

Under ASX Listing Rule 11.11, the Company will disregard any votes cast on Resolution 1 by any person, and an Associate of such a person, who might obtain a benefit (except a benefit solely in the capacity of a holder of Shares) if the resolution is passed.

However, the Company need not disregard a vote cast on Resolution 1 if it is cast by:

- i. a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- ii. 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.

Resolution 1 is conditional upon, and hence will not come into effect or be implemented, unless and until Shareholders approve Resolution 2 and Resolution 3 in accordance with its terms, at the Meeting or at any adjournment thereof.

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

The Board unanimously recommends Shareholders vote in favour of Resolution 1 for the reasons and benefits set-out above.

### **Resolution 2 – Issue of Shares to VAC as part of Acquisition**

#### **Introduction**

As indicated above in Part B, the Company has agreed that on completion of the Acquisition it will issue 12,857,143 Shares at a deemed issue price of \$0.07 each (**Consideration Shares**) to VAC as part of the consideration for VAC's sale of the Loan to the Company.

The expected benefits to the Company of completing the Acquisition (including by issuing the Consideration Shares) are outlined above in Part B.

## **Shareholder Approval**

ASX Listing Rule 7.1 provides that subject to certain exceptions (which do not apply in the present circumstances) a listed company may not, subject to certain exceptions, issue shares or options to subscribe for shares equal to more than 15% of the company's issued share capital in any 12 months without obtaining shareholder approval. However, issues made with the prior approval of the shareholders in a general meeting are not subject to this restriction and will not be counted as part of the 15% limit.

Accordingly, if Shareholders approve the proposed issue of the Consideration Shares to VAC on completion of the Acquisition, the Consideration Shares will not be counted towards the Company's 15% limit in respect of issues of equity securities in the following 12 month period.

The information required by ASX Listing Rule 7.3 in relation to the issue of the Consideration Shares is set out below.

## **ASX Listing Rule 7.3**

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

- (a) the maximum number of Shares to be issued under Resolution 2 is 12,857,143;
- (b) the Consideration Shares 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 Consideration Shares will be issued at a price of \$0.07 per Share;
- (d) the Consideration Shares will be issued to VAC;
- (e) the Consideration Shares will rank equally with, and on the same terms as, the Company's then issued Shares;
- (f) the Consideration Shares will be issued as consideration for the acquisition of the Loan from VAC;
- (g) the Shares will be allotted and issued upon completion of the Acquisition which is expected to occur on, or shortly after, the date of the Meeting (namely, 15 December 2011).

## **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).

- i. a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- ii. 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.

Resolution 2 is conditional upon, and hence will not come into effect or be implemented, unless and until Shareholders approve Resolution 1 and Resolution 3 in accordance with its terms, at the Meeting or at any adjournment thereof.

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

The Board unanimously recommends Shareholders vote in favour of Resolution 2 for the reasons and benefits set-out above.

## **Resolution 3 –Approval for the issue of up to 50,000,000 Shares within three months from the date of this Meeting**

### **Introduction**

Under Resolution 3, the Company is seeking approval to issue up to 50,000,000 new Shares within three months of the date of this Meeting (**Placement Shares**).

The new capital so raised will be used to fund repayment of the Loan Notes (as defined above in Part B) which are issued in respect of the cash consideration payable by the Company in respect of the Acquisition. The amount repayable under the Loan Notes is USD1,509,999.00, and the actual number of Placement Shares to be issued will be determined by reference to the prevailing market price of Shares at the time of issue (as explained in more detail below). To the extent that it is permitted by the terms of Resolution 3, and if so required, funds so raised may also be used for general working capital purposes.

### **Shareholder approval**

As indicated above, ASX Listing Rule 7.1 provides that subject to certain exceptions (which do not apply in the present circumstances) a listed company may not, subject to certain exceptions, issue shares or options to subscribe for shares equal to more than 15% of the company's issued share capital in any 12 months without obtaining shareholder approval. However, issues made with the prior approval of the shareholders in a general meeting are not subject to this restriction and will not be counted as part of the 15% limit.

Accordingly, if Shareholders approve the proposed issue of the Placement Shares:

- (a) the Company will be permitted to issue the Placement Shares; and
- (b) the Placement Shares will not be counted towards the Company's 15% limit in respect of issues of equity securities in the following 12 month period.

Under ASX Listing Rule 7.3.2, shares approved for issue pursuant to ASX Listing Rule 7.1 must be issued within 3 months of the date of the approval.

The information required by ASX Listing Rule 7.3 in relation to the issue of the Placement Shares is set out below.

### **ASX Listing Rule 7.3**

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

- (a) the maximum number of Shares that will be issued under the Resolution 3 is 50,000,000;

- (b) the Company intends to issue the Placement Shares at a price that is not less than eight per cent. (80%) of the average market price for Shares calculated over the last 5 days on which sales in the Shares were recorded before the day on which the issue of the Shares is made. By way of example, the VWAP over the last 6 months was \$0.0642. Should this be the VWAP calculated in accordance with the above formula, under the terms of Resolution 3 the Company would be able to issue up to 50,000,000 shares at a price not less than \$0.05136 for total consideration of \$2,568,000;
- (c) it is intended that the Placement Shares 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;
- (d) the Placement Shares will rank equally with, and on the same terms as, the Company's then issued Shares; and
- (e) the Placement Shares will be issued to raise the funds necessary to repay the Loan Notes on or before their maturity dates, and for general working capital purposes.

#### **Voting Exclusion Statement**

The Company will disregard any votes cast on Resolution 3 by any person who may participate in the proposed issue of Placement Shares or any person that may obtain a benefit, other than in that person's capacity as a Shareholder, and any Associate of any of those persons.

However, the Company will not disregard a vote on Resolution 3 if it is cast by:

- (i) a person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form; or
- (ii) 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.

The Resolution 3 is conditional upon, and hence will not come into effect or be implemented, unless and until Shareholders approve Resolution 1 and Resolution 2 in accordance with its terms, at the Meeting or at any adjournment thereof.

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

The Board unanimously recommends Shareholders vote in favour of Resolution 3. If passed, the proceeds received by the Company from the issue of the Placement Shares will provide capital to the Company to satisfy the cash consideration requirement for the acquisition of the issued capital in PTL and the Loan from VAC and the other shareholders in PTL, and for general working capital purposes.

## D. Pro forma capital structure

The table below compares the capital structure of the Company as at the date of the Documents, with the expected capital structure of the Company if all of the Shares approved for allotment and issue under Resolutions 2 and 3 are allotted and issued.

	<b>PRIOR TO PASSING RESOLUTIONS 2 -3</b>	<b>ALLOTMENTS SUBJECT TO PASSING RESOLUTIONS 2 -3</b>		<b>POST PASSING RESOLUTIONS 2 -3 AND EFFECTING RELEVANT SHARE ALLOTMENTS</b>
<b>Security Class</b>	<b>Capital Structure Prior To Passing Resolutions 2-3</b>	<b>Share Allotment Post Passing of Resolution 2</b>	<b>Share Allotment Post Passing of Resolution 2</b>	<b>Capital Structure Post Passing Resolutions 2-3 and effecting relevant Share Allotments</b>
<b>Ordinary Shares</b>	184,246,644	12,857,142	50,000,000	247,103,786
<b>Listed Options (10c, 25 July 2013)</b>	57,315,577	0	0	57,315,577
<b>Unlisted Options</b>	49,631,668	0	0	49,631,668
<b>TOTAL</b>	<b>291,193,889</b>	<b>12,857,142</b>	<b>50,000,000</b>	<b>354,051,031</b>

# GLOSSARY

## Defined Terms

**Acquisition** means the acquisition by the Company of all of the issued capital in PTL and the Loan pursuant to the terms and conditions of the Acquisition Agreements.

**Acquisition Agreements** means:

- (a) the share purchase agreement between the Company, PTL and the majority of the shareholders in PTL; and
- (b) the loan purchase deed between the Company, VAC and certain subsidiaries of PTL,

in each case dated 8 November 2011.

**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.

**Loan** means the loan facility made available by VAC to a subsidiary of PTL, together with the security provided to VAC by the borrower and certain of its subsidiaries in connection with that facility, and as described more particularly in part B of the Explanatory Memorandum.

**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.

**PTL** means Paper Tree Limited, a company incorporated in the British Virgin Islands, whose registered address is at Craigmuir Chambers, PO Box 71, Road Town, Tortola, British Virgin Islands.

**PTL Business** means the UK-based mobile chat and content business operated by PTL's subsidiaries.

**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.

**VAC** means ValueAct SmallCap Master Fund, L.P.

### **Interpretation**

In these Documents, unless the context requires otherwise:

- (a) a reference to a word includes the singular and the plural of the word and vice versa;
- (b) a reference to a gender includes any gender;
- (c) if a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
- (d) 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;
- (e) headings are included for convenience only and do not affect interpretation;
- (f) a reference to a document includes a reference to that document as amended, novated, supplemented, varied or replaced;
- (g) a reference to a thing includes a part of that thing and includes but is not limited to a right;
- (h) 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;
- (i) 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;
- (j) 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;
- (k) 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.linkmarketservices.com.au](http://www.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**



**X99999999999**

### SHAREHOLDER 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 shareholder) 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 **10:30am on Thursday, 15 December 2011, at the offices of PKF, Level 10, 1 Margaret Street, Sydney, NSW** 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

#### STEP 2

#### VOTING DIRECTIONS

	For	Against	Abstain*
<b>Resolution 1</b> Approval of Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b> Issue of Shares to VAC as part of Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b> Approval for the issue of up to 50,000,000 Shares within three months from the date of this Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**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 SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder'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 share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares 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 shareholder 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 shares 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 shares 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 share 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 shares 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 shareholder 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 share 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 **10:30am on Tuesday, 13 December 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.linkmarketservices.com.au](http://www.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, shareholders 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:**

+61 2 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.