

THESE DOCUMENTS ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.

THE MATTERS RAISED IN THESE DOCUMENTS WILL AFFECT YOUR SHAREHOLDING IN THE COMPANY. YOU ARE ADVISED TO READ THESE DOCUMENTS IN THEIR ENTIRETY BEFORE THE GENERAL MEETING REFERRED TO BELOW IS CONVENED.

IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE, PLEASE CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

## **MOKO Social Media Limited**

**ABN 35 111 082 485**

### **Notice of Extraordinary General Meeting**

**and**

### **Related Documents**

NOTICE OF AN EXTRAORDINARY GENERAL MEETING TO BE HELD AT 10.00 A.M (ADST)  
ON 2 APRIL 2014 IS INCLUDED WITH THIS DOCUMENT.

TO BE VALID, PROXY FORMS FOR USE AT THIS MEETING MUST BE  
COMPLETED AND RETURNED TO THE COMPANY BY NO LATER THAN  
10.00A.M (ADST) ON 31 MARCH 2014.

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## PART A: ABOUT THESE DOCUMENTS

Shareholders in MOKO Social Media Limited ABN 35 111 082 485 (**Company**) are requested to consider and vote upon the Resolutions set out in the Notice.

You can vote by:

- attending and voting at the Meeting; or
- appointing someone as your proxy to attend and vote at the Meeting on your behalf, by completing and returning the enclosed Proxy Form **DIRECTLY** to the Company or its Share Registry in the manner set out on the Proxy Form. The Company or its Share Registry must receive your duly completed Proxy Form by no later than **10.00a.m (ADST) on 31 March 2014**.
- A glossary of the key terms used throughout this Document is contained in **Part E** of this Document.

**Please read the whole of this Document carefully, determine how you wish to vote in respect of each Resolution and then cast your vote accordingly, either in person or by appointing a proxy.**

## PART B: LETTER FROM THE CHAIRMAN



MOKO SOCIAL  
MEDIA LIMITED

ABN 35 111 082 485  
ASX: MKB

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

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28 February 2014

Dear Shareholder,

On behalf of the Board, I have pleasure in inviting you to an Extraordinary General Meeting (**EGM**) of the Shareholders of MOKO Social Media Limited (the **Company**).

The EGM will be held at the offices of BDO Australia at Level 11, 1 Margaret Street Sydney NSW 2000 on 2 April 2014, commencing at 10.00am (ADST).

The formal Notice of EGM is attached, and is accompanied by an Explanatory Memorandum that seeks to explain the reasons why the Board is recommending the Resolutions to Shareholders, as well as details about the process and timetable if the Resolutions are approved.

The Directors are of the opinion that the adoption of each of the Resolutions is in the best interests of Shareholders.

However, where a Director has an interest in the outcome of a particular Resolution, he has refrained from making a recommendation in respect of that Resolution. Accordingly, where applicable, the Directors recommend that Shareholders vote in favour of each of the Resolutions set out in the Notice.

Please read the Notice and Explanatory Memorandum carefully and in their entirety.

**Your vote is important and we encourage you to either attend the Meeting in person or complete the Proxy Form accompanying the Notice and return it in accordance with the directions provided.**

If you are unable or unwilling to attend the Meeting, the Directors urge you to appoint a proxy to vote on the Resolutions, by completing and returning the accompanying Proxy Form directly to the Company. The Company must receive your duly completed Proxy Form by no later than 10.00a.m (ADST) on 31 March 2014.

Yours faithfully,

A handwritten signature in blue ink, appearing to read 'G McCann'.

G McCann  
Chairman

## **PART C: NOTICE OF EXTRAORDINARY GENERAL MEETING**

### **MOKO Social Media Limited ABN 35 111 082 485**

**Notice is hereby given** that an Extraordinary General Meeting of the members of MOKO Social Media Limited ABN 35 111 082 485 (**Company**) will be held at the place, date and time set out in Section 1 below and for the purpose of considering and voting upon the Resolutions set out in Section 2 below.

#### **SECTION 1: TIME AND PLACE OF MEETING**

##### **Venue**

The Extraordinary General Meeting of members of the Company will be held at:

BDO Australia  
Level 11, 1 Margaret Street  
Sydney NSW 2000

##### **Time and Date**

The meeting will commence at 10.00a.m (ADST) on 2 April 2014.

##### **How to Vote**

You may vote by attending the Meeting in person, by proxy, attorney or authorised representative.

##### **Voting in Person**

To vote in person, please attend the Meeting on the date, time and place set out above.

##### **Voting by Proxy**

To appoint a proxy to vote on your behalf, please complete and sign the Proxy Form enclosed with this Document as soon as possible and either send, deliver, courier or mail the duly completed Proxy Form:

- by facsimile to Link Market Services Limited on facsimile number +61 (0)2 9287 0309;
- online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au); or
- send to Link Market Services Limited at Locked Bag A14 Sydney South NSW 1235 Australia,

so that it is received no later than 10.00am (ADST) on 31 March 2014.

Complete details on how to appoint a proxy are set out on the back of your Proxy Form.

Please read this Document carefully and in its entirety, determine how you wish to vote in relation to the Resolutions and then cast your vote accordingly, either in person or by appointing a proxy. If you appoint a proxy, the Company encourages you to provide voting directions to your proxy (using the 'For', 'Against' or 'Abstain' boxes on the Proxy Form). The Chairman of Meeting intends to vote undirected proxies in favour of the Resolutions.

If you do not understand any part of this Document, or are in any doubt as to the course of action you should follow, you should contact your financial or other professional adviser immediately.

##### **Determination of Membership and Voting Entitlement for the Purpose of the Meeting**

For the purpose of determining a person's entitlement to vote at the Meeting and in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), a person will be recognised as a member and the holder of Shares if that person is registered as a holder of Shares at 7.00pm (ADST) on 31 March 2014.

## Voting Exclusion Statement

In accordance with the Corporations Act and the Listing Rules, the following persons must not cast any votes on the following Resolutions, and the Company will disregard any votes cast on those Resolutions by:

Resolution	Excluded Voters
1	Clients of Euroz Securities Limited and Foster Stockbroking Pty Ltd, being persons who may participate in the proposed placement of Shares that is the subject of Resolution 1, and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, and their associates
2	Hans de Back and his associates
3	Peter Yates and his associates

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

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form to vote as the proxy decides.

## Proxies

A member, entitled to attend and vote at this Meeting may appoint a proxy to attend and vote on their behalf. If a member is entitled to cast two or more votes at the Meeting, the member may appoint two proxies. Where more than one proxy is appointed each proxy must be appointed to represent a specific proportion of the member's voting rights. A proxy need not be a member of the Company. Any instrument of proxy deposited or received by the Company in which the name of the appointee is not filled in shall be deemed to be given in the favour of the chairman of the meeting to which it relates.

The instrument appointing a proxy must be lodged, and any power of attorney or an office copy of a notarially certified copy thereof under which an attorney for a member appoints a proxy must be lodged not less than forty eight (48) hours before the time appointed for the meeting or adjourned meeting i.e. by no later than 10.00a.m (ADST) on 31 March 2014 in one of the manners outlined on page 5 under "Voting by Proxy".

The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney or if such appointor is a corporation, under the hand of its attorney or the hand of a person duly authorised by the corporation. The Proxy Form which accompanies this Notice may be used.

## **SECTION 2: RESOLUTIONS OF EXTRAORDINARY GENERAL MEETING**

### **Resolution 1 – Approval for Placement of 35,957,143 Shares to Sophisticated and Professional Investors**

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

*“That, for the purposes of Listing Rule 7.1 of the Listing Rules and for all other purposes, Shareholders approve the issue of 35,957,143 Shares to sophisticated and professional investors, for the purposes and on the terms and conditions set out in the Explanatory Memorandum that accompanies the Notice.”*

### **Resolution 2 – Approval of Issue of Shares to Hans de Back**

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

*“That for the purpose of Listing Rule 10.11 and all other purposes, the issue of up to 952,381 Shares to Hans de Back or his nominee, as set out in the Notice of Meeting, be approved.”*

### **Resolution 3 – Approval of Issue of Shares to Peter Yates**

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

*“That for the purpose of Listing Rule 10.11 and all other purposes, the issue of up to 1,190,476 Shares to Peter Yates or his nominee, as set out in the Notice of Meeting, be approved.”*

## **OTHER BUSINESS**

To transact any other business as may be brought before the Meeting.

## **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 Listing Rules.

## **By order of the Board**



**Andrew Bursill**  
Company Secretary  
Dated: 28 February 2014

## **PART D: EXPLANATORY MEMORANDUM**

### **1. Introduction**

This Explanatory Memorandum is included in and forms part of the Notice of Meeting. It contains an explanation of, and information about, the Resolutions to be considered at the Meeting. It is given to Shareholders to help them determine how to vote on the Resolutions set out in the Notice.

Shareholders should read this Explanatory Memorandum in full before deciding upon how to vote in respect of the Resolutions, as the individual sections of this Document may not necessarily give a comprehensive review of the Resolutions proposed in the Notice.

If you are in doubt about what to do in relation to the Resolutions, you should consult your financial or other professional advisor.

Unless expressly provided otherwise, each capitalised term used in this Explanatory Memorandum has the same meaning as is ascribed to it in the Glossary in Part E of this Document.

### **2. Action to be taken by Shareholders**

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (**Proxy**) to vote at the Meeting in their place. All Shareholders are invited and encouraged to attend the Meeting, or if they are unable to attend in person, to complete, sign and return the Proxy Form directly to the Company or the Share Registry, in accordance with the instructions thereon. Lodgement of the Proxy Form will not preclude a Shareholder from attending and voting at the meeting in person.

### **3. Applicable Listing Rules and Corporations Act provisions**

#### **Listing Rule 7.1**

Listing Rule 7.1 requires that a listed company must obtain shareholder approval prior to the issue of Shares representing more than 15% of the issued capital of the Company in any 12 month period.

#### **Listing Rule 10.11**

Listing Rule 10.11 states that an entity must not issue or agree to issue Shares to any of the following persons without the approval of Shareholders:

- (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 Ian Rodwell, Greg McCann, Peter Yates, Hans de Back and Mark Hauser are each a "related party" to the Company.

In accordance with Listing Rule 7.2, as Shareholder approval for Resolution 2 and Resolution 3 is being sought under Listing Rule 10.11, Listing Rule 7.2, Exception 14 provides that further Shareholder approval is not required to be obtained under Listing Rule 7.1.

#### **Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of a public company unless the benefit falls within one of various exceptions to the general prohibition. Exceptions to this general prohibition include where the company first obtains the approval of its shareholders in general meeting, or the financial benefit being provided is on arm's length terms or better.

A "financial benefit" for the purposes of the Corporations Act includes issuing Shares to a related party.

### **4. Resolutions to be considered**

#### **Resolution 1 – Approval for Placement of 35,957,143 Shares to Sophisticated and Professional Investors**

The Company requires additional capital to finance certain strategic opportunities, expand the operating personnel based in the United States of America to assist with the development of the Company's new



products, RunHaven and Blue Street Review and to satisfy the Company's other ongoing working capital requirements.

The Company intends to raise up to \$8,001,000 by means of a private placement at a price of \$0.21 per Share (**Placement**). Of the \$8,001,000, it is intended that \$449,999.97 will be raised by the issue of Shares to Hans de Back and Peter Yates; approval for those Share issues is being sought separately under Resolutions 2 and 3 respectively.

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of 35,957,143 Shares. Listing Rule 7.3 requires the Notice to include the following information for Shareholders' consideration in respect of Resolution 1:

- (a) the maximum number of Shares that will be issued under Resolution 1 is 35,957,143;
- (b) the Shares are expected to be issued on 3 April 2014, but in any event, they will be issued no later than three months after the date of the passage of Resolution 1;
- (c) the issue price of the Shares will be \$0.21;
- (c) the Company has engaged Euroz Securities Limited (**Euroz**) and Foster Stockbroking Pty Ltd (**Foster**) to act as its brokers and assist in placing the Shares. The identity of the persons to whom the Company will issue the 35,957,143 Shares has not yet been determined, but all are expected to be professional and/or sophisticated investors who are clients of Euroz and Foster. The identity of the persons to whom the Company will issue the Shares to will be at the discretion of the Company, or in consultation with Euroz and Foster, or both. It is intended that the Shares will be issued to investors who are not related parties of the Company;
- (d) the Shares issued will rank equally with, and be on the same terms as, in all respects, the existing Shares;
- (e) the funds raised are intended to provide additional capital for the Company to finance certain strategic opportunities, expand the operating personnel based in the United States of America to assist with the development of the Company's new products, RunHaven and Blue Street Review and to satisfy the Company's other ongoing working capital requirements;
- (f) the Shares are expected to be issued in one instalment on 3 April 2014; and
- (g) a voting exclusion statement is set out on page 6 of the Notice.

#### **Directors' recommendation and reasons for recommendation in relation to Resolution 1**

The Directors' recommend Shareholders vote in favour of Resolution 1 as it will provide additional working capital to the Company, which is required at the Company's current stage of development.

#### **Resolution 2 – Approval of Issue of Shares to Hans de Back**

Resolution 2 seeks Shareholder approval for the issue of up to 952,381 Shares at an issue price of \$0.21 per Share to Hans de Back or his nominee, under the Placement.

Listing Rule 10.11 states that an entity must not issue or agree to issue Shares to any of the following persons without the approval of Shareholders (subject to certain exceptions set out in Listing Rule 10.12 that are not applicable to the circumstances of the proposed issue of Shares that are the subject of Resolution 2):

- (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.

As Hans 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 Listing Rules. However, if Shareholder approval to Resolution 2 is obtained under Listing Rule 10.11, further Shareholder approval to Resolution 2 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 2 is not required under Chapter 2E of the Corporations Act, as the proposed issue of Shares that are the subject of Resolution 2 comes within the arm's length terms exception in Section 210 of the Corporations Act. Shares are proposed to be issued to Hans de Back on identical terms to the other Shares issued under the Placement.

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

- (a) Shares will be issued to Hans de Back or his nominees;

- (b) the maximum number of Shares to be issued is 952,381;
- (c) the Company proposes to issue the Shares pursuant to Resolution 2 on 3 April 2014, but in any event, they will be issued no later than 1 month after the date of the date of passage of Resolution 2;
- (d) the Shares will be issued at a price of \$0.21 per Share and will rank equally with, and be on the same terms as, the Company's then issued Shares;
- (e) a voting exclusion statement is set out on page 6 of the Notice; and
- (f) the funds raised are intended to provide additional capital for the Company to finance certain strategic opportunities, expand the operating personnel based in the United States of America to assist with the development of the Company's new products, RunHaven and Blue Street Review and to satisfy the Company's other ongoing working capital requirements.

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

The Directors, with the exception of Hans de Back, who has abstained from making a recommendation in relation to Resolution 2, recommend Shareholders vote in favour of Resolution 2 as it provides additional working capital to the Company as part of the Company's wider capital raising.

### **Resolution 3 – Approval of Issue of Shares to Peter Yates**

Resolution 3 seeks Shareholder approval for the issue of up to 1,190,476 Shares at an issue price of \$0.21 per Share to Peter Yates or his nominee, under the Placement.

Listing Rule 10.11 states that an entity must not issue or agree to issue Shares to any of the following persons without the approval of Shareholders (subject to certain exceptions set out in Listing Rule 10.12 that are not applicable to the circumstances of the proposed issue of Shares that are 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.

As 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 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 the proposed issue of Shares that are the subject of Resolution 3 comes within the arm's length terms exception in Section 210 of the Corporations Act. Shares are proposed to be issued to Peter Yates on identical terms to the other Shares issued under the Placement.

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

- (a) Shares will be issued to Peter Yates or his nominees;
- (b) the maximum number of Shares to be issued is 1,190,476;
- (c) the Company proposes to issue the Shares pursuant to Resolution 3 on 3 April 2014, but in any event, they will be issued no later than 1 month after the date of the date of passage of Resolution 3;
- (d) the Shares will be issued at a price of \$0.21 per Share and will rank equally with, and be on the same terms as, the Company's then issued Shares;
- (e) a voting exclusion statement is set out on page 6 of the Notice; and
- (f) the funds raised are intended to provide additional capital for the Company to finance certain strategic opportunities, expand the operating personnel based in the United States of America to assist with the development of the Company's new products, RunHaven and Blue Street Review and to satisfy the Company's other ongoing working capital requirements.

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

The Directors, with the exception of Peter Yates, who has abstained from making a recommendation in relation to Resolution 3, 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.

## PART E: GLOSSARY

### Defined terms

<b>ADST</b>	Australian Daylight Savings Time, Sydney, NSW
<b>ASX</b>	ASX Limited ACN 008 624 691 or the securities exchange market operated by it, as the context requires
<b>Board</b>	the board of Directors, as constituted from time to time
<b>Company</b>	MOKO Social Media Limited ABN 35 111 082 485
<b>Constitution</b>	the constitution of the Company, as amended from time to time
<b>Corporations Act</b>	the Corporations Act 2001 (Commonwealth)
<b>Director</b>	a director of the Company
<b>Document</b>	each of the Notice, Explanatory Memorandum and the Proxy Form and all other documents that accompany each other when sent to each Shareholder
<b>Euroz</b>	Euroz Securities Limited ABN 23 089 314 983 of Level 18 Alluvion, 58 Mounts Bay Road, Perth WA 6000
<b>Explanatory Memorandum</b>	the explanatory memorandum that accompanies and forms part of the Documents
<b>Foster</b>	Foster Stockbroking Pty Ltd A.B.N 15 088 747 148 of Level 21, 25 Bligh Street, Sydney NSW 2000
<b>Listing Rules</b>	the rules and procedures issued and enforced by the ASX, as amended from time to time, including all guidance notes and appendices thereto
<b>Meeting</b>	the Extraordinary General Meeting referred to in the Notice
<b>Notice or Notice of Meeting</b>	the Notice of Extraordinary General Meeting, included in this Document
<b>Placement</b>	the private placement described in Resolution 1
<b>Proxy Form</b>	the proxy form that accompanies and forms part of the Documents
<b>Resolution</b>	a resolution set out in the Notice
<b>Share</b>	a fully paid ordinary share in the Company
<b>Shareholder</b>	a registered holder of Shares
<b>Share Registry</b>	Link Market Services Limited

## Interpretation

In this Document, 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; and
- (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.