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MOBI 摩比
MOBI Development Co., Ltd.
摩比發展有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 947)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of the shareholders of MOBI Development Co., Ltd. (the “Company”) will be held at 10:00 a.m. on Tuesday, 1 June 2010 at MOBI Building, 7 Langshan First Road, Science and Technology Park, Nanshan District, Shenzhen, Guangdong Province, PRC for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Directors”) and auditors for the year ended 31 December 2009.
2. To declare a final dividend for the year ended 31 December 2009.
3. To re-elect the retiring Directors.
4. To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and to authorize the Board of Directors to fix their remuneration.
5. As special business to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

5A. “THAT:

- (a) subject to paragraph 5A(c), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into such shares or warrants or similar rights to subscribe for any shares in the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph 5A(a) shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph 5A(a), otherwise than

pursuant to the shares of the Company issued as a result of a Rights Issue (as hereinafter defined) or any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of the dividend on the shares of the Company in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company on the register on a fixed record date in proportion to their holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

5B. “THAT:

- (a) subject to paragraph 5B(b), the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange on which the securities of the Company may be listed as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval mentioned in paragraph 5B(a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) the expression “Relevant Period” shall for the purposes of this resolution have the same meaning as assigned to it under ordinary resolution 5A(d) of this notice.”

5C. “**THAT** conditional upon resolutions 5A and 5B above being passed, the aggregate nominal amount of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution 5B above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution 5A, provided that the amount of share capital repurchased by the Company shall not exceed 10 per cent. of the total nominal amount of the share capital of the Company in issue on the date of this resolution.”

6. “**THAT** subject to the Listing Committee of the Stock Exchange granting listing of, and permission to deal in the new shares of US\$0.000001 each in the capital of the Company (the “Shares”) to be issued pursuant to this resolution that:

- (a) the amount standing to the credit of the share premium account of the Company as would be required to be applied in paying up in full at par such new Shares to be issued, allotted and distributed, credited as fully paid up, to and among holders of Shares standing in the register of members of the Company at close of business on 1 June 2010 (the “Record Date”) in the proportion of one new Share for every ten existing issued Shares (“Bonus Shares”) held on the Record Date be and is hereby capitalized and accordingly the Directors be and are hereby authorised and directed to appropriate such amount in paying up the Bonus Shares and PROVIDED THAT in case where the address of any holder of Shares as shown on the register of members of the Company at the close of business on the Record Date is outside Hong Kong (the “Overseas Shareholders”) and upon making relevant enquiries, the Directors consider the exclusion of those Overseas Shareholders is necessary or expedient on account either of the legal restrictions under the laws of the relevant jurisdiction or the requirements of the relevant regulatory body or stock exchange in that place, the Bonus Shares shall not be issued to such Overseas Shareholders (the “Excepted Shareholders”) but shall be aggregated and sold as soon as practicable after dealing in the Bonus Shares commences and the net proceeds of sale, after deduction of expenses, shall be distributed pro rata to the relevant Excepted Shareholders unless the amount falling to be distributed to any such Excepted Shareholders is less than HK\$100, in which case such amount shall be retained for the benefit of the Company;

- (b) no fractional Bonus Shares shall be issued, allotted and distributed and that all Bonus Shares representing fractions shall be aggregated and sold for the benefit of the Company;
- (c) the Bonus Shares to be issued pursuant to paragraph (a) above shall rank pari passu in all aspects with the existing issued Shares as at the date of issue of the Bonus Shares except that they will not rank for the bonus issue of Shares mentioned in this resolution and the final dividend for the year ended 31 December 2009; and
- (d) the Directors be and are authorised to do all acts and things and execute all documents or make such arrangement as may be appropriate, necessary and expedient in connection with the issue of Bonus Shares refer to in paragraph (a) of this resolution.”

By order of the Board
MOBI Development Co., Ltd.
Hu Xiang
Chairman

Hong Kong, 28 April 2010

Principal place of business in Hong Kong:

Room 1902, 19/F
Massmutual Tower
38 Gloucester Road
Wanchai
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. In order to be valid, the instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or other authority, must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or adjourned meeting.
3. The register of members of the Company will be closed from Friday, 28 May 2010 2010 to Tuesday, 1 June 2010, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend and bonus issue of shares to be approved at the meeting and for the right to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 27 May 2010.
4. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this announcement, the executive Directors are Mr. HU Xiang and Mr. WANG Guoying; the non-executive Directors are Mr. QU Deqian, Mr. XING Qibin, Mr. YAN Andrew Y. and Mr. YANG Dong; and the independent non-executive Directors are Mr. LI Tianshu, Mr. ZHANG Han and Mr. BAO Fan.