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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you have sold or transferred** all your shares in MOBI Development Co., Ltd. (the “**Company**”), you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.

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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)**

## **PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS, GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the chairman of the Company is set out on pages 3 to 5 of this circular. A notice convening the annual general meeting (the “**AGM**”) of the shareholders of the Company to be held at 10:00 a.m. on Wednesday, 25 May 2016 at MOBI Technology Building, Genyu Road, Gongming Town, Guangming, Shenzhen, Guangdong Province, PRC is set out on pages 12 to 15 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Company’s share register, Computershare Hong Kong Investor Services Limited at 17M floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM. The completion and return of a form of proxy will not preclude you from attending and voting at the AGM in person or any adjournment thereof should you so wish.

This circular includes particulars given in compliance with the Rules Governing the Listing of Securities on the Stock Exchange for the purpose of giving information with regard to the Company. The directors of the Company collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

25 April 2016

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Wednesday, 25 May 2016 at MOBI Technology Building, Genyu Road, Gongming Town, Guangming, Shenzhen, Guangdong Province, PRC or any adjournment thereof
“2015 Annual Report”	the 2015 annual report of the Company
“Articles of Association”	the articles of association of the Company as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors or a duly authorized committee of the board of Directors
“Company”	MOBI Development Co., Ltd., a company incorporated in the Cayman Islands with limited liability and whose Shares are listed on the main board of the Stock Exchange (stock code: 947)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	15 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum”	the Memorandum of Association of the Company as amended from time to time
“PRC”	The People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Shareholder(s)”	shareholder(s) of the Company

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of US\$0.000001 each in the share capital of the Company
“Share Options”	share options granted by the Company pursuant to the Stock Incentive Plans
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Stock Incentive Plans”	Stock incentive plans approved and adopted by the Company on 15 January 2003, 10 July 2004 and 7 November 2013, respectively
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent
“US\$”	United States dollars, the lawful currency of the United States of America

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LETTER FROM THE CHAIRMAN

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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)**

*Executive Directors:*

HU Xiang (*Chairman*)

LIAO Dong

*Non-executive Directors:*

QU Deqian

YANG Dong

*Independent non-executive Directors:*

LI Tianshu

ZHANG Han

LI Guinian

*Registered Office:*

Maples Corporate Services Limited

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

*Principal place of business in Hong Kong:*

Room 1902, 19/F

Massmutual Tower

38 Gloucester Road

Wanchai

Hong Kong

25 April 2016

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR  
RE-ELECTION OF RETIRING DIRECTORS,  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM involving (i) the re-election of retiring Directors; (ii) the grant to the Directors the general mandates to allot, issue and deal with additional Shares and to repurchase Shares, and the extension of the general mandates to allot, issue and deal with new Shares by the addition thereto of any Shares repurchased by the Company; and to give you notice of the AGM.

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## LETTER FROM THE CHAIRMAN

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### RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 130 of the Articles of Association, one-third of the Directors shall retire from office by rotation at each annual general meeting. Accordingly, Mr. Li Tianshu, Mr. Zhang Han and Mr. Li Guinian will retire from office and, being eligible, have offered themselves for re-election at the AGM.

The biographical details of each of the retiring Directors, as required to be disclosed pursuant to rule 13.51(2) of the Listing Rules, are set out in Appendix I to this circular.

### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

As the general mandates granted to the Directors to allot, issue, and deal with and repurchase Shares respectively pursuant to an ordinary resolution passed by the annual general meeting held on 20 May 2015 will lapse at the conclusion of the AGM, resolutions will be proposed at the AGM to renew the grant of these general mandates. The relevant resolutions, in summary, are:

- an ordinary resolution to grant to the Directors a general unconditional mandate to allot, issue, and deal with additional securities of the Company (including, *inter alia*, offers, agreements, options, warrants or similar rights in respect thereof) not exceeding 20% of the aggregate nominal value of the Company's issued share capital as at the date of passing the relevant resolution for the period from the close of the AGM until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution) (the "**Issue Mandate**"). On the basis of 818,907,094 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company before the AGM, exercise in full of the Issue Mandate could result in up to 163,781,418 new Shares being issued by the Company;
- an ordinary resolution to grant to the Directors a general unconditional mandate to exercise all the powers of the Company to repurchase such number of Shares not exceeding 10% of the aggregate nominal value of the Company's issued share capital as at the date of passing the relevant resolution for the period from the close of the AGM until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution) (the "**Repurchase Mandate**"); and
- conditional on the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution to authorise the Directors to exercise the powers of the Company to allot, issue, and deal with additional securities under the Issue Mandate by adding those Shares repurchased by the Company pursuant to the Repurchase Mandate.

The explanatory statement providing the requisite information regarding the Repurchase Mandate as required to be sent to the Shareholders under the Listing Rules is set out in Appendix II to this circular.

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## LETTER FROM THE CHAIRMAN

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### AGM

The notice convening the AGM is set out on pages 12 to 15 to this circular. At the AGM, amongst other things, ordinary resolutions will be proposed to approve the re-election of the retiring Directors, the granting of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of any Shares repurchased under the Repurchase Mandate.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's share register, Computershare Hong Kong Investor Services Limited at 17M floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM should you so wish.

### VOTING BY WAY OF POLL

Pursuant to rule 13.39(4) of the Listing Rules and Article 90 of the Articles of Association, all votes of the Shareholders at a general meeting must be taken by poll. The Company will announce the results of the poll in the manner prescribed under rule 13.39(5) of the Listing Rules.

### RECOMMENDATION

The Directors consider that the proposed resolutions regarding the re-election of the retiring Directors, the granting of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of any Shares repurchased under the Repurchase Mandate are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the proposed resolutions.

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

The following sets out the particulars of the Directors who will retire from office and being eligible for re-election at the AGM.

**1. Li Tianshu**

Li Tianshu, aged 62, is an independent non-executive Director. Mr. Li was appointed a Director on 1 July 2007. Mr. Li graduated from Xi'an Jiaotong University in 1976 majoring in computational Mathematics. From 1985 to 1988, Mr. Li studied business economics at Universitat Mannheim in Germany and pursued a doctoral degree at Universitat Mannheim in 1988. From 1988 to 1995, Mr. Li worked as a research assistant in the business economics department of Universitat Mannheim. During the period from March 1995 to September 1995, Mr. Li worked in Germany for Friatec Aktiengesellschaft, an international manufacturing enterprise, and was designated to become the future managing director for China. From 1995 to 1998, Mr. Li first worked for KSB Aktiengesellschaft, an international machinery manufacturing enterprise, as the assistant to the chairman of the management board of KSB and then became the chief representative of its Beijing Representative Office. During the period from 1998 to 2002, Mr. Li took the position of regional director of Messer, an international chemical manufacturing enterprise, responsible for its business development in Northern China as well as the operation, sales and profits of its joint ventures and wholly owned companies in the Northern China region. During that period, Mr. Li also served as the general manager of Messer North China Industrial Gas Co., Ltd. and the chairman to the board of Tianjin Messer Gas System Co., Ltd. Since 2002, Mr. Li has been the general manager of Beijing Delintech Technology Co., Ltd., a technical promotion service provider and sales service provider. Since 27 March 2011, Mr. Li has been the general manager of Beijing Zhong Biao Fang Yuan Anti-counterfeiting Technology Co. Ltd. Mr. Li has valuable experience in international corporate management and enterprise resources planning (ERP). Mr. Li joined our Group in July 2007.

Mr. Li has entered into a service agreement with the Company for a term of one year commencing from 1 July 2015 and renewable thereafter by mutual agreement provided that at any time during the term of appointment, either party may terminate the agreement by giving to the other not less than one month prior notice in writing. Pursuant to Mr. Li's service agreement, he is entitled to director's fee of HK\$180,000 per annum and eligible for a discretionary bonus at the absolute discretion of the Board. The emoluments of Mr. Li is determined on the basis of his experience, level of responsibilities within the Group and the market situation.

As at the Latest Practicable Date, Mr. Li does not have any interests in the Company pursuant to Part XV of the Securities and Futures Ordinance.

**2. Zhang Han**

Zhang Han, aged 52, is an independent non-executive Director appointed on 25 November 2009 and the chairman of the audit committee. Mr. Zhang is currently an independent director of Perfect World Co., Ltd. (stock code: PWRD), a Nasdaq listed company, where Mr. Zhang has also served as a member of its audit committee since July 2008. The responsibilities of such role include overseeing the accounting and financial reporting processes as well as external and internal audit of the Company. Mr. Zhang received his bachelor's degree in chemistry from the Peking University in 1985. He later



obtained an EMBA degree from the China Europe International Business School in 2004. From 1985 to 1988, Mr. Zhang worked at Beijing Fiber Reinforced Plastic Research & Design Institute. Mr. Zhang was the Manager in the securities department of Shenzhen Shekou China Merchants Co., Ltd. from 1989 to 1994. Mr. Zhang was the deputy manager at the finance department of China National Technical Import & Export Corporation, and also the general manager of Shanghai CNTIC Investment Advisory Co., Ltd. from 1994 to 1998. From 1999 to 2000, Mr. Zhang served as assistant to the general manager, investment director and fund manager at Penghua Fund Management Co., Ltd., a fund management company in China. Mr. Zhang served as the deputy general manager of Rongtong Fund Management Co., Ltd., a fund management company in China, from 2001 to 2003. Mr. Zhang also served as the general manager of Great Wall Fund Management Co., Ltd., a fund management company in China, from 2004 to 2005. Mr. Zhang is currently a partner of Share Capital Partners Ltd., a Chinese venture capital firm. Mr. Zhang has built up his experience in conducting due diligence work in respect of the financial performance, management and corporate government quality of various companies and conducting financial analysis of listed companies throughout his various tenures in the investment industry. Mr. Zhang joined our Group on 25 November 2009.

Mr. Zhang has entered into a service agreement with the Company for a term of three years commencing from 17 December 2015 and renewable thereafter by mutual agreement provided that at any time during the term of appointment, either party may terminate the agreement by giving to the other not less than one month's prior notice in writing. Pursuant to Mr. Zhang's service agreement, he is entitled to a director's fee of HK\$160,000 per annum and eligible for a discretionary bonus at the absolute discretion of the Board. The emoluments of Mr. Zhang is determined on the basis of his experience, level of responsibilities within the Group and the market situation.

As at the Latest Practicable Date, Mr. Zhang does not have any interests in the Company pursuant to Part XV of the Securities and Futures Ordinance.

### **3. Li Guinian**

Li Guinian, aged 62, is an independent non-executive Director appointed on 10 September 2013. Mr. Li graduated from the School of Chemistry Engineering of Hefei University of Technology with a degree in Polymer Chemistry. In 2002, Mr Li obtained a master degree in Business and Administration from Honolulu University of USA. He received "Technological Progress Award in 1994" from Planning Commission of Anhui Province for his study findings "Conditions for Economic Equilibrium of Nation and Investment Strategies" (國民經濟均衡的條件及投資對策). He received Fourth Prize in "Anhui Technological Innovation" in 1998 and Second Prize in "Bengbu Technological Innovation" for his "Research Report About Industrial Structure Adjustment of Bengbu" (蚌埠市產業結構調整研究報告). He received an "Award of Outstanding Article" by Advanced Study Course for Entrepreneur of Peking University for his article "Discourse on Harmony between Taoism and Managment of Modern Enterprises" (試論道家思想與現代企業管理的契合) composed in October 2012. Mr Li was awarded "Labour Model" at municipal level in 2000-2003 by the municipal government of Bengabu and "Luban Award for Construction of China" in respect of his leadership in the construction of Bengbu Convention & Exhibition Centre (蚌埠會展中心) in 2005. Mr. Li has served as the managing director and a general manager of Bengbu Investment Group Co., Ltd (蚌埠投資集團有限公司). Currently, he is the managing director of SPP Investment Funds Co., Ltd.

(上海浦江正宜投資管理有限公司), he is also the vice-chairman of Anhui New Energy Association (安徽新能源協會) and a director of Capital Finance Institute of China University of Political Science and Law (中國政法大學資本金融研究院). Mr. Li has been an independent director of Creative Distribution Automation Co., Ltd. (北京科銳配電自動化股份有限公司) (Shenzhen Stock Exchange Stock Code: 002350) since May 2014, and an independent non-executive director of Dalian Wanda Commerical Properties Co., Ltd. (大連萬達商業地產股份有限公司) (HKSE Stock Code: 03699) since 29 January 2016. Mr. Li joined our Group on 10 September 2013.

Mr. Li has entered into a service agreement with the Company for a term of three years commencing from 10 September 2013 and renewable thereafter by mutual agreement provided that at any time during the term of appointment, either party may terminate the agreement by giving to the other not less than one month's prior notice in writing. Pursuant to Mr. Li's service agreement, he is entitled to a director's fee of HK\$140,000 per annum and eligible for a discretionary bonus at the absolute discretion of the Board. The emoluments of Mr. Li is determined on the basis of his experience, level of responsibilities within the Group and the market situation.

As at the Latest Practicable Date, Mr. Li does not have any interests in the Company pursuant to part XV of the Securities and Futures Ordinance.

Save as disclosed above, as at the Latest Practicable Date, each of the retiring Directors (i) has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company; (iii) does not hold any positions in the Company or other members of the Group; and (iv) does not have any interests in the Shares within the meaning of Part XV of SFO. And, there is no other matter that needs to be brought to the attention of the Shareholders or any information that should be disclosed under paragraphs (h) to (v) of rule 13.51(2) of the Listing Rules.

This is the explanatory statement required by rule 10.06(1)(b) of the Listing Rules to be given to all Shareholders relating to a resolution to be proposed at the AGM authorizing the Repurchase Mandate.

### **1. EXERCISE OF THE REPURCHASE MANDATE**

On the basis of 818,907,094 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company before the AGM, exercise in full of the Repurchase Mandate could result in up to 81,890,709 Shares being repurchased by the Company during the period from the passing of the resolution relating to the Repurchase Mandate up to 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 or any applicable laws to be held; and (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

### **2. REASONS FOR REPURCHASES**

Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association and the applicable laws of the Cayman Islands. Such funds include profits available for distribution.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited consolidated accounts for the year ended 31 December 2015) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company.

### **4. DIRECTORS AND CONNECTED PERSONS**

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, none of the Directors and their respective associates has a present intention, in the event that the Repurchase Mandate is approved and exercised, to sell Shares to the Company.

No connected persons have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved and exercised.

## **5. UNDERTAKINGS**

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Memorandum and Articles of Association and the applicable laws of the Cayman Islands.

## **6. TAKEOVERS CODE**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code. A waiver of this provision would not normally be given except in extraordinary circumstances.

As at the Latest Practicable Date, to the best knowledge of the Company, Fangyi Collaboration Holdings Limited had an interest (within the meaning of Part XV of the SFO) of approximately 28.16% of the issued share capital of the Company. In the event that the Directors should exercise in full the Repurchase Mandate, his aggregate interests would (assuming that there is no change in relevant circumstances) be increased to approximately 31.29% of the issued share capital of the Company. Fangyi Collaboration Holdings Limited will become obliged to make a mandatory offer to Shareholders under rules 26 and 32 of the Takeovers Code as a result of repurchase of Shares.

In any event, the Directors have no present intention to repurchase Shares to such extent which will trigger the mandatory offer requirement pursuant to the Takeovers Code. The Directors will use their best endeavors to ensure the Repurchase Mandate will not be exercised to the extent that the number of Shares held by the public would be reduced to less than 25% of the issued share capital of the Company.

**7. SHARE REPURCHASES MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

**8. SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months immediately prior to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2015</b>		
April	2.59	1.86
May	2.44	2.09
June	2.19	1.72
July	1.84	1.35
August	1.65	1.10
September	1.32	1.11
October	1.48	1.19
November	1.32	1.19
December	1.22	0.98
<b>2016</b>		
January	1.18	1.01
February	1.11	1.01
March	1.12	1.00
April ( <i>up to the Latest Practicable Date</i> )	1.06	0.99

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## NOTICE OF AGM

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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 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 Wednesday, 25 May 2016 at MOBI Technology Building, Genyu Road, Gongming Town, Guangming, 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 2015.
2. To declare a final dividend for the year ended 31 December 2015.
3. To re-elect the retiring Directors and to authorize the Board of Directors to fix the remuneration of the 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

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## NOTICE OF AGM

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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% 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;

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## NOTICE OF AGM

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- (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% 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% of the total nominal amount of the share capital of the Company in issue on the date of this resolution.”

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

Hong Kong, 25 April 2016

*Principal place of business in Hong Kong:*

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



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## NOTICE OF AGM

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**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. For the purpose of determining shareholders who are entitled to attend and vote at the forthcoming annual general meeting of the Company to be held on Wednesday, 25 May 2016 ("2016 AGM"), the Register of Members of the Company will be closed from Monday, 23 May 2016 to Wednesday, 25 May 2016, both days inclusive. In order to qualify for attending and voting at the 2016 AGM, all transfer documents should be lodged for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 20 May 2016.

For the purpose of determining shareholders who qualify for the final dividend, the Register of Members of the Company will be closed from Wednesday, 1 June 2016 to Thursday, 2 June 2016, both days inclusive. In order to qualify for the final dividend, all transfer documents should be lodged for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 31 May 2016.

4. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.