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## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

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### 1. FURTHER INFORMATION ABOUT THE COMPANY

#### A. Incorporation

We incorporated as an exempted company in the Cayman Islands under the Companies Law on December 16, 2002. Our principal place of business is 7 Langshan First Road, Science and Technology Park, Nanshan District, Shenzhen, Guangdong Province, PRC. We have established a principal place of business in Hong Kong at Room 1902, 19/F Massmutual Tower, 38 Gloucester Road, Wanchai, Hong Kong and we registered as an oversea company in Hong Kong under Part XI of the Companies Ordinance on November 30, 2007. Wong Brothers & Co., Certified Public Accountants, of Room 1902, 19/F Massmutual Tower, 38 Gloucester Road, Wanchai, Hong Kong has been appointed as our agent for the acceptance of service of process in Hong Kong.

As we were incorporated in the Cayman Islands, we operate subject to Cayman Islands law and our constitution documents comprising a memorandum of association and articles of association. A summary of various provisions of our constitution and relevant aspects of Cayman Islands company law is set out in Appendix V to this Web Proof Information Pack.

#### B. Changes in share capital of our Company

Pursuant to the extraordinary general meeting of our Company on November 25, 2009, the authorized share capital of our Company was increased from US\$800 to US\$2,000 by the creation of additional 1,200,000,000 Shares.

Immediately upon completion of the Global Offering and the Capitalization Issue but without taking into account any Shares which may be issued pursuant to the exercise of the Over-allotment Option, the Pre-IPO Options or any options which may be granted under the Share Option Scheme, the authorized share capital of our Company will be US\$2,000 divided into 2,000,000,000 Shares, of which 702,057,995 Shares will be allotted and issued or credited as fully paid, and 1,297,942,005 Shares will remain unissued. Other than pursuant to the exercise of the Over-allotment Option, the Pre-IPO Options or any options which may be granted under the Share Option Scheme, and save as otherwise disclosed herein, the Directors have no present intention to issue any part of the authorized but unissued share capital of our Company and, without the prior approval of the shareholders of our Company in general meeting, no issue of Shares will be made which would effectively alter the control of our Company.

Except as discussed above and in the paragraphs headed “Extraordinary general meeting of our Company” and “Corporate reorganization” below, there has been no alteration in our share capital since the date of our incorporation.

#### C. Extraordinary general meeting of our Company

Our shareholders held an extraordinary general meeting on November 25, 2009 approving among other matters:

- (a) the authorized share capital of our Company was increased from US\$800 divided into 750,000,000 Shares of a par value of US\$0.000001 each and 50,000,000 Preferred Shares of a par value of US\$0.000001 of which 50,000,000 shares have been designated as Series A Preferred Shares to US\$2,000 by the creation of an additional 1,200,000,000 Shares with effect from the Listing Date;
- (b) the Capitalization Issue was approved, and the Directors were authorized to capitalize an aggregate amount of US\$421.24 standing to the credit of the share premium account of our Company and to appropriate such amount as capital to pay up in full at par 421,234,396 Shares for allotment and issue to the persons whose names appear on the register of members of our Company on November 25, 2009 in proportion to their then existing shareholdings in our Company, each ranking *pari passu* in all respects with the then existing issued Shares;

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- (c) the Articles were adopted in substitution for and to the exclusion of the existing Articles conditional on the Listing of the Shares on the Stock Exchange on the Listing Date;
- (d) the conversion of the issued 30,599,999 Series A Preferred Shares into 30,599,999 Shares and the 19,400,001 unissued Series A Preferred Shares be re-classified and re-designated as 19,400,001 Shares on the Listing Date were approved such that the authorized share capital of the Company will be US\$2,000 divided into 2,000,000,000 Shares;
- (e) conditional on the Listing Committee of the Stock Exchange granting listing of and permission to deal in the Shares in issue and to be issued as mentioned in this Web Proof Information Pack and on the obligations of the Underwriters under the Underwriting Agreements becoming unconditional and not being terminated in accordance with the terms of the Underwriting Agreements or otherwise, in each case on or before December 17, 2009:
  - (i) the Global Offering and the Over-allotment Option were approved and the Directors were authorized to approve the allotment and issue of the Offer Shares and any Shares which are required to be issued if the Over-allotment Option is exercised;
  - (ii) the rules of the Share Option Scheme, the principal terms of which are set out in the section headed "Share Option Scheme" of this Appendix, were approved and adopted and the Directors were authorized to implement the same, to grant options to subscribe for Shares thereunder, and to allot and issue Shares pursuant to the exercise of options which may be granted under the Share Option Scheme;
  - (iii) a general unconditional mandate was given to the Directors to exercise all the powers to allot, issue and deal with, otherwise than by way of rights, scrip dividend schemes or similar arrangements in accordance with the articles of association of our Company, or pursuant to the exercise of any options which have been granted under the Pre-IPO Stock Incentive Plans or may be granted under the Share Option Scheme or any other option scheme or similar arrangement for the time being adopted, Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the share capital of our Company in issue and to be issued pursuant to the Global Offering and the Capitalization Issue (excluding the aggregate nominal value of the share capital of our Company which may be issued pursuant to the exercise of the Over-allotment Option), such mandate to remain in effect until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of our Company;
    - (ii) the date by which the next annual general meeting of our Company is required by its articles of association or any applicable law to be held; or
    - (iii) the date on which such mandate is revoked or varied by an ordinary resolution by the shareholders of the Company in general meeting;
  - (iv) a general unconditional mandate was given to the Directors authorizing them to exercise all powers of our Company to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of our Company in issue and to be issued pursuant to the Global Offering and the Capitalization Issue (excluding the aggregate nominal value of the share capital of our Company which may be issued pursuant to the exercise of the Over-allotment Option), such mandate to remain in effect until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of our Company;

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- (ii) the date by which the next annual general meeting of our Company is required to be held by its articles of association or any applicable law;
- (iii) the date on which such mandate is revoked or varied by an ordinary resolution by shareholders of the Company in general meeting; and
- (v) the general unconditional mandate mentioned in paragraph (iv) above was extended by the addition to the aggregate nominal value of the share capital of our Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of our Company repurchased by our Company pursuant to the mandate to repurchase Shares referred to in paragraph (iv) above provided that such extended amount shall not exceed 10% of the aggregate nominal value of the share capital of our Company in issue and to be issued pursuant to the Global Offering and the Capitalization Issue (excluding the aggregate nominal value of the share capital of our Company which may be issued pursuant to the exercise of the Over-allotment Option).

**D. Corporate reorganization**

In preparation for the listing of Shares on the Stock Exchange, the companies comprising our Group underwent a reorganization and our Company became the holding company of our Group. Our Reorganization involved the following:

- (a) On December 16, 2002, our Company was incorporated with an authorized share capital of US\$100 divided into 100,000,000 Shares of a par value of US\$0.000001 each.
- (b) On December 16, 2002, one Share was allotted and issued, credited as fully paid, at par to the initial subscriber, which was subsequently transferred to Hu Xiang on December 19, 2002.
- (c) On December 19, 2002, the authorized share capital of our Company was increased from US\$100 divided into 100,000,000 Shares of a par value of US\$0.000001 each to US\$800 divided into 750,000,000 Shares of a par value of US\$0.000001 each and 50,000,000 Preferred Shares of a par value of US\$0.000001 each, all of which were designated as Series A Preferred Shares.
- (d) On December 19, 2002, in consideration of the commitment by the grantees to provide and procure services to our Company, our Company allotted and issued a total of 74,499,999 Shares — 47,322,400 Shares to Qu Deqian, 9,312,500 Shares to Wang Beirong, 4,618,999 Shares to Hu Xiang, 4,946,800 Shares to Wang Guoying, 5,043,650 Shares to Shao Zhiguo and 3,255,650 Shares to the 39 Employee Shareholders. Pursuant to two declarations of trust dated December 19, 2002, of the 47,322,400 Shares, Qu Deqian held 41,720,000 Shares for the benefit of Shenzhen Weixiantong, and 5,602,400 Shares for the benefit of Hou Weigui respectively. Pursuant to a declaration of trust dated May 16, 2007, Shenzhen Weixiantong confirmed and acknowledged an earlier oral arrangement with the Beneficial Owners made on December 19, 2002 that since December 19, 2002, any interest in the 41,720,000 Shares had always been held in trust for the Beneficial Owners. The name and the number of Shares held by each of the Beneficial Owners are set forth in the chart entitled “Summary on the Beneficial Owners” under the sub-section headed “Our Reorganization” in the section headed “History and Development” to this Web Proof Information Pack.

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- (e) On December 19, 2002, our Company entered into a subscription agreement with SB Asia, MOBI Shenzhen, Shenzhen Weixiantong, Qu Deqian, Wang Beirong, Hu Xiang, Wang Guoying, Shao Zhiguo, Hou Weigui and the 39 Employee Shareholders for the subscription of 25,500,000 Series A Preferred Shares by SB Asia. The 25,500,000 Series A Preferred Shares were allotted and issued to SB Asia on January 2, 2003.
- (f) On December 19, 2002, our Company issued to SB Asia the Series A Preferred Share Warrant, pursuant to which SB Asia is entitled to acquire during the exercise period such number of Series A Preferred Shares as is equal to a total consideration of RMB9,000,000 divided by an initial exercise price of RMB1.7647059 (subject to applicable adjustment).
- (g) On December 19, 2002, our Company issued to Shenzhen Weixiantong (acting for and on behalf of the Beneficial Owners) the Share Warrant, pursuant to which Shenzhen Weixiantong (acting for and on behalf of the Beneficial Owners) is entitled to acquire during the exercise period 208,600 Shares at a consideration of US\$1.00.
- (h) On December 19, 2002, our Company entered into an equity transfer agreement with the Initial Shareholders for the acquisition of the entire equity interest in MOBI Shenzhen at a consideration of RMB15,000,000. On January 21, 2003, MOBI Shenzhen was converted into a wholly foreign owned enterprise of our Company.
- (i) On December 19, 2002, the Shareholders' Agreement was entered into among our Company, MOBI Shenzhen, SB Asia, Shenzhen Weixiantong, Qu Deqian, Wang Beirong, Hu Xiang, Wang Guoying, Shao Zhiguo, Hou Weigui and the 39 Employee Shareholders setting out their respective rights and obligations as shareholders of our Company.

As of the Latest Practicable Date, we had 8 registered shareholders.

**E. Changes in the share capital of our subsidiaries**

Our subsidiaries are listed in the accountants' report, the text of which is set out in Appendix I.

In the two years preceding the date to this Web Proof Information Pack, other than the incorporation of MOBI Xian on April 29, 2008, there have been no alterations in the share capital of our subsidiaries.

**F. Repurchase by our Company of its own securities**

This paragraph sets forth information required by the Stock Exchange to be included in this Web Proof Information Pack concerning the repurchase by us of our own securities.

**(a) Provisions of the Listing Rules**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

**(i) Shareholders' approval**

All proposed repurchases of securities by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders, either by way of general mandate or by specific approval of a specific transaction.

As set forth in paragraph 1(C) of this Appendix, our Directors were given a general unconditional mandate to repurchase securities.

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(ii) *Source of funds*

Repurchases must only be funded out of funds legally available for the purpose in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands. A company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Any repurchases may be made out of funds legally available for the purpose, namely profits or the proceeds of a fresh issue of shares made for the purpose, or, if so authorized by its articles and subject to the Companies Law, out of capital. Any premium on a purchase may be made out of profits or the company’s share premium account or, if so authorized by its articles and subject to the Companies Law, out of capital.

(iii) *Trading restrictions*

The total number of shares which a company is authorized to repurchase on the Stock Exchange is such number of shares which represents up to a maximum of 10% of the existing issued share capital of our Company as of the date of the resolution approving the repurchase. A company may not issue or announce an issue of securities for a period of 30 days immediately following a repurchase (other than an issue of securities pursuant to an exercise of warrants, share options or similar instruments requiring the company to issue securities which were outstanding prior to such repurchase) without the prior approval of the Stock Exchange.

(iv) *Shares to be purchased*

The Listing Rules provide that the shares which are proposed to be purchased by a company must be fully paid up.

(v) *Status of repurchased securities*

The listing of all repurchased securities (whether on the Stock Exchange or otherwise) is automatically cancelled and the relative certificates for those securities must be cancelled and destroyed. Under the laws of the Cayman Islands, a company’s repurchased securities are to be treated as cancelled.

(vi) *Suspension of repurchases*

Securities repurchases are prohibited after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information has been publicly announced. In addition, the Stock Exchange reserves the right to prohibit repurchases of securities on the Stock Exchange if a company has breached the Listing Rules.

(vii) *Reporting requirements*

Repurchases of securities on the Stock Exchange or otherwise must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the following business day. In addition, the company’s annual report is required to disclose details regarding repurchases of securities made during the year, including the number of securities repurchased and the aggregate prices paid.

(viii) *Connected persons*

A company is prohibited from knowingly repurchasing securities on the Stock Exchange from a “connected person”, that is, a director; chief executive or substantial shareholder of the company or any of its subsidiaries or their associates (as defined in the Listing Rules) and a connected person is prohibited from knowingly selling his securities to the company.

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**(b) *Share capital***

The exercise in full of the repurchase mandate, on the basis of 702,057,995 Shares in issue immediately following completion of the Global Offering and the Capitalization Issue (assuming the Over-allotment is not exercised), could accordingly result in up to 70,205,799 Shares being repurchased by our Company during the period prior to the date on which such repurchase mandate expires or terminates.

**(c) *General information relevant to the repurchase mandate***

- (i) Our Directors believe that it is in the best interests of our Company and our shareholders to have a general authority from shareholders to enable our Directors to repurchase Shares in the market. Repurchases of shares will only be made when our Directors believe that such repurchases will benefit our Company and our shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of our net value and our assets and/or earnings per Share.
- (ii) There might be a material adverse impact on our working capital or gearing position (as compared with the position disclosed in this Web Proof Information Pack) in the event that the buyback mandate is exercised in full. However, our Directors do not propose to exercise the repurchase mandate to such extent as would, in the circumstances, have a material adverse effect on our working capital requirements or on such gearing levels that our Directors consider appropriate from time to time.
- (iii) None of our Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates, have any present intention to sell any Shares to our Company if the repurchase mandate is exercised.
- (iv) Our Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the repurchase mandate only in accordance with the Listing Rules, the Articles and the applicable laws of the Cayman Islands. We shall procure the broker who effects the repurchase of securities to disclose to the Stock Exchange such information in relation to the purchase as the Stock Exchange may request.
- (v) If as a result of a repurchase of securities a shareholder's proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a shareholder (or a group of shareholders acting in concert, as defined in the Takeovers Code) could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Except as aforesaid, our Directors are not aware of any consequences that may arise under the Takeovers Code as a result of a repurchase pursuant to the repurchase mandate.
- (vi) Any repurchase of Shares which results in the amount of Shares held by the public being reduced to less than 25% could only be implemented with the agreement of the Stock Exchange to waive the requirement regarding the public shareholding referred to above. Except in extraordinary circumstances, a waiver of this provision would not normally be given by the Stock Exchange.
- (vii) No connected person (as defined in the Listing Rules) has notified us that he has any present intention to sell Shares to our Company, nor has any connected person undertaken not to do so, if the repurchase mandate is exercised.

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### 2. FURTHER INFORMATION ABOUT THE BUSINESS








#### A. Summary of material contracts

The following contracts (not being contracts in the ordinary course of business) have been entered into by us within the two years preceding the date of this Web Proof Information Pack and are, or may be, material:

- (a) a termination agreement dated [●], 2009 among our Company, MOBI Shenzhen, SB Asia, Cisco, Manitou, Fangyi Holdings, Junyi Holdings, Hu Xiang, Wang Guoying and Shao Zhiguo, for terminating the shareholders’ agreement entered into on December 19, 2002 by the shareholders of our Company at the time together with our Company, MOBI Shenzhen and SB Asia;
- (b) a deed of indemnity dated [●], 2009 made by the Beneficial Owners and Fangyi Holdings in favour of our Group (for ourselves and as trustee for our subsidiaries), pursuant to which the Beneficial Owners and Fangyi Holdings have jointly and severally agreed to indemnify our Group against certain taxes and other indemnities; and
- (c) the Hong Kong Underwriting Agreement.

#### B. Our intellectual property rights

- (a) As of the Latest Practicable Date, we were the registered owner of the following trademarks:

Trademark	Place of Registration	Class	Registration Number	Registration Date	Expiry Date
	PRC	9 (Note 1)	3092830	May 14, 2003	May 13, 2013
	PRC	9	3891440	May 28, 2006	May 27, 2016
	PRC	9	38913441	February 21, 2006	February 20, 2016
	PRC	9	4913681	September 7, 2008	September 6, 2018
	PRC	9	4913682	December 14, 2009	December 13, 2018
	PRC	9	5073259	March 21, 2009	March 20, 2019
	Hong Kong	9 (Note 2)	300880029	May 29, 2007	May 28, 2017


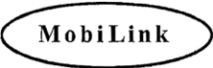



Note 1: [Antennas; electronic signal transmitters, programme-controlled telephone switches, electric coupling equipment, ceramic wave filters, magnetic materials and components, anti-radio interference equipment (electronic), internal communications devices, wave carrier equipment, optical communications equipment (end of goods)]

Note 2: Scientific, nautical, surveying, photographic, cinematographic, optical, weighing, measuring, signalling, checking (supervision), life-saving and teaching apparatus and instruments; apparatus and instruments for conducting, switching, transforming, accumulating, regulating or controlling electricity; apparatus for recording, transmission or reproduction of sound or images; magnetic data carriers, recording discs; automatic vending machines and mechanisms for coin-operated apparatus; cash registers; calculating machines, data processing equipment and computers; fire-extinguishing apparatus.

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(b) As of the Latest Practicable Date, we had applied for the registration of the following trademarks:

Trademark	Place of Application	Class	Application Date	Application Number
	HK	9	November 10, 2009	301471987
	PRC	9	January 12, 2007	5841172
	PRC	9	January 3, 2007	5940553
	PRC	9	January 3, 2007	5940554
	PRC	9	January 3, 2007	5940555

(c) As of the Latest Practicable Date, we have been granted the following patents in the PRC:

Type of Patent	Patent Description	Patent Number	Registration Date	Expiry Date
1. Design Patent	GPS天綫 (GPS antenna)	ZL 2005 3 0072037.7	August 30, 2006	October 12, 2015
2. Design Patent	智能平面陣天綫 (Intelligent planar array antenna)	ZL 2005 3 0074314.8	August 30, 2006	October 25, 2015
3. Design Patent	定向天綫 (Directional antenna)	ZL 2005 3 0074313.3	December 20, 2006	October 25, 2015
4. Design Patent	雙工器腔體 (Duplexer cavity)	ZL 2005 3 0072038.1	January 17, 2007	October 12, 2015
5. Design Patent	天綫包裝盒 (The package of antenna)	ZL 2004 3 0053768.2	February 9, 2005	May 12, 2014
6. Design Patent	短背射天綫(二) (Short back radio antenna (2))	ZL 2004 3 0053769.7	December 15, 2004	May 12, 2014
7. Design Patent	移動通信基站天綫(四) (Mobile communications base station antenna (4))	ZL 2004 3 0043793.2	February 9, 2005	June 30, 2014
8. Design Patent	移動通信基站天綫(五) (Mobile communications base station antenna (5))	ZL 2004 3 0043792.8	August 10, 2005	June 30, 2014
9. Design Patent	短背射天綫(一) (Short back radio antenna (1))	ZL 2004 3 0053770.X	December 22, 2004	May 12, 2014
10. Design Patent	全向天綫 (Omni antenna)	ZL 2004 3 0044336.5	March 2, 2005	July 9, 2014
11. Design Patent	短背射天綫(二) (Short back radio antenna (2))	ZL 2004 3 0053772.9	December 15, 2004	May 12, 2014
12. Design Patent	智能圓陣天綫 (Intelligent circular array antenna)	ZL 2004 3 0093983.5	August 10, 2005	November 26, 2014
13. Design Patent	移動通信基站天綫(二) (Mobile communications base station antenna (2))	ZL 2004 3 0043146.1	May 18, 2005	June 17, 2014



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	Type of Patent	Patent Description	Patent Number	Registration Date	Expiry Date
14.	Design Patent	移動通信基站天線(一) (Mobile communications base station antenna (1))	ZL 2004 3 0053771.4	May 18, 2005	May 12, 2014
15.	Design Patent	全向天線 (Omni antenna)	ZL 2004 3 0043790.9	May 18, 2005	June 30, 2014
16.	Design Patent	移動通信基站天線(三) (Mobile communications base station antenna (3))	ZL 2004 3 0043791.3	February 9, 2005	June 30, 2014
17.	Design Patent	基站天線(寬頻基站定向天線)	ZL 2007 3 0131645.X	February 6, 2008	February 25, 2017
18.	Design Patent	吸頂天線外罩 (Ceiling antenna cover)	ZL 2007 3 0131646.4	January 2, 2008	February 25, 2017
19.	Design Patent	移動基站天線 (Mobile base station antenna)	ZL 2007 3 0132953.4	May 7, 2008	April 16, 2017
20.	Design Patent	天線(低風阻智慧線陣)	ZL 2008 3 0106493.2	May 6, 2009	April 20, 2018
21.	Utility Model Patent	一種PHS幹線放大器電路結構 (A PHS trunk amplifier circuit)	ZL 2005 2 0121461.0	January 24, 2007	December 31, 2015
22.	Utility Model Patent	一種驅動裝置 (A device driver)	ZL 2005 2 0119876.4	January 24, 2007	December 1, 2015
23.	Utility Model Patent	基站電調天線移相器 (Base station antenna — emphasize the Phase Shifter)	ZL 2005 2 0063505.9	January 24, 2007	August 18, 2015
24.	Utility Model Patent	一種雙極化智能平面陣定向天線 (An intelligent dual-polarized plane array of directional antennas)	ZL 2005 2 0060135.3	January 24, 2007	June 24, 2015
25.	Utility Model Patent	三頻段信號合路器 (A three-band signal for the road)	ZL 2004 2 0102897.0	February 15, 2006	December 17, 2014
26.	Utility Model Patent	一種交叉耦合微調裝置 (Fine-tuning cross-coupled devices)	ZL 2005 2 0059424.1	August 30, 2006	June 1, 2015
27.	Utility Model Patent	一種弧形陣列天綫 (A camber array of antenna)	ZL 2006 2 0015337.0	November 7, 2007	October 20, 2016
28.	Utility Model Patent	用於腔體濾波器、雙工器、合路器的密封結構 (Sealing structures for cavity filters, duplexers and combiners)	ZL 2005 2 0064932.9	October 25, 2006	September 21, 2015
29.	Utility Model Patent	一種雙工器、合路器安裝裝置 (An installation device for duplexers and combiners)	ZL 2005 2 0058055.4	October 11, 2006	May 2, 2015
30.	Utility Model Patent	一種延伸低噪聲放大器輸出信號的接口電路裝置 (An extension of the low noise amplifier output signal interface circuit installations)	ZL 2005 2 0067938.1	December 13, 2006	November 28, 2015
31.	Utility Model Patent	一種雙工器 (A diplexer)	ZL 2005 2 0060817.4	August 9, 2006	June 28, 2015
32.	Utility Model Patent	一種智能天線陣 (An intelligent array antenna)	ZL 2005 2 0059860.9	August 9, 2006	June 9, 2015

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	Type of Patent	Patent Description	Patent Number	Registration Date	Expiry Date
33.	Utility Model Patent	一種雙層微帶貼片平面陣定向天線 (A double-decker plane microstrip patch array of directional antennas)	ZL 2005 2 0053411.3	March 29, 2006	January 17, 2015
34.	Utility Model Patent	一種基站天線安裝夾具 (The installation of a base station antenna fixture)	ZL 2005 2 0054467.0	June 21, 2006	January 28, 2015
35.	Utility Model Patent	同軸腔體諧振器間耦合結構 (Coaxial resonator cavity coupling structure)	ZL 2006 2 0016814.5	September 12, 2007	June 29, 2016
36.	Utility Model Patent	WCDMA塔頂放大器 (W-CDMA tower amplifiers)	ZL 2006 2 0017777.X	October 3, 2007	August 16, 2016
37.	Utility Model Patent	一種寬帶帶線帶通濾波器 (Broadband line with a band-pass filter)	ZL 2006 2 0014660.6	October 3, 2007	September 11, 2016
38.	Utility Model Patent	寬頻吸頂天線 (Broadband IC antenna)	ZL 2005 2 0062296.6	October 25, 2006	July 29, 2015
39.	Utility Model Patent	一種定向天線 (A directional antenna)	ZL 2005 2 0063465.8	October 25, 2006	August 17, 2015
40.	Utility Model Patent	雙頻雙極化天線 (Dual dual-polarized antenna)	ZL 2005 2 0064686.7	December 6, 2006	September 14, 2015
41.	Utility Model Patent	一種基站天線安裝夾具 (The installation of a base station antenna fixture)	ZL 2005 2 0057842.7	August 9, 2006	April 27, 2015
42.	Utility Model Patent	一種雙極化拋物面天線饋源 (A dual-polarization parabolic antenna feed)	ZL 2004 2 0102902.8	February 15, 2006	December 24, 2014
43.	Utility Model Patent	一種高隔離空氣微帶耦合饋電貼片天線 (A high isolation air micro-matching feeder patch antenna)	ZL 2004 2 0103444.X	February 15, 2006	December 22, 2014
44.	Utility Model Patent	一種具有多單元雙工器的射頻裝置 (A multi-unit duplex RF device)	ZL 2003 2 0117927.0	December 15, 2004	November 8, 2013
45.	Utility Model Patent	一種雙向耦合器裝置 (A two-way coupler device)	ZL 2004 2 0046755.7	July 27, 2005	June 2, 2014
46.	Utility Model Patent	一種基站天線用同軸連接器 (With a base station antenna coaxial connectors)	ZL 2004 2 0094290.2	November 9, 2005	October 21, 2014
47.	Utility Model Patent	一種用於固定空氣微帶線的介質支撐 (A media support for fixing air microstrip line)	ZL 2004 2 0094291.7	October 12, 2005	October 21, 2014
48.	Utility Model Patent	一種空氣微帶耦合饋電貼片天線 (An air micro-matching feeder patch antenna)	ZL 2004 2 0046114.1	June 1, 2005	May 18, 2014
49.	Utility Model Patent	波導印刷天線 (Printing waveguide antenna)	ZL 2004 2 0083293.6	September 7, 2005	August 23, 2014
50.	Utility Model Patent	一種平面陣定向天線 (A plane array of directional antennas)	ZL 2004 2 0045698.0	May 11, 2005	May 9, 2014
51.	Utility Model Patent	氣動塗膠裝置 (Pneumatic glues devices)	ZL 2003 2 0128844.1	January 5, 2005	December 31, 2013
52.	Utility Model Patent	一種雙頻型全向天線 (A dual-band omni-directional antennas)	ZL 2004 2 0094588.3	November 2, 2005	October 27, 2014

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**STATUTORY AND GENERAL INFORMATION**

	Type of Patent	Patent Description	Patent Number	Registration Date	Expiry Date
53.	Utility Model Patent	一種單極化定向板狀天線饋電結構 (A unipolar directional antenna feed slab structure)	ZL 2004 2 0083284.7	September 7, 2005	August 23, 2014
54.	Utility Model Patent	一種電纜剝皮機 (A cable skinning machine)	ZL 2003 2 0128822.5	February 9, 2005	December 31, 2013
55.	Utility Model Patent	天線安裝夾具 (Fixture antenna installation)	ZL 2004 2 0089607.3	October 26, 2005	September 2, 2014
56.	Utility Model Patent	雙頻段信號合路器 (Dual-band signal with a road)	ZL 2004 2 0045296.0	August 17, 2005	April 25, 2014
57.	Utility Model Patent	窄帶射頻前端合路器 (Narrowband RF device front-end combiner)	ZL 2004 2 0014548.3	January 5, 2005	January 1, 2014
58.	Utility Model Patent	GSM/CDMA 共天饋系統基站合路器 (GSM/CDMA shared antenna and feeder system base station combiner)	ZL 2004 2 0088778.4	October 5, 2005	September 22, 2014
59.	Utility Model Patent	一種多扇區天線 (A multi-sector antenna)	ZL 2005 2 0120488.8	February 14, 2007	December 10, 2015
60.	Utility Model Patent	一種多扇區天線 (A multi-sector antenna)	ZL 2005 2 0120490.5	February 14, 2007	December 10, 2015
61.	Utility Model Patent	一種射頻裝置 (A radiofrequency device)	ZL 2005 2 0066563.7	March 21, 2007	November 4, 2015
62.	Utility Model Patent	雙極化天線 (Dual-Polarized Antenna)	ZL 2005 2 0064410.9	March 14, 2007	September 9, 2015
63.	Utility Model Patent	一種帶線功率合路器 (A power combiner)	ZL 2006 2 0014161.7	July 11, 2007	May 31, 2016
64.	Utility Model Patent	濾波器加強耦合結構 (Filter enhance coupling structure)	ZL 2006 2 0056123.8	March 14, 2007	March 7, 2016
65.	Utility Model Patent	微帶功率分配器 (Microstrip power splitter)	ZL 2005 2 0121546.9	February 14, 2007	December 28, 2015
66.	Utility Model Patent	基站電調天線的移相器 (Base station electric adjusted shifter)	ZL 2006 2 0053705.0	February 28, 2007	January 13, 2016
67.	Utility Model Patent	一種組合交叉耦合裝置 (A combination of cross-coupled devices)	ZL 2006 2 0013312.7	March 21, 2007	March 29, 2016
68.	Utility Model Patent	帶結環行器 (Taped circular device)	ZL 2006 2 0013826.2	May 23, 2007	April 27, 2016
69.	Utility Model Patent	一種智能直線陣天線 (A linear array of intelligent antennas)	ZL 2006 2 0017528.0	August 15, 2007	June 20, 2016
70.	Utility Model Patent	寬頻定向天線 (Broadband directional antenna)	ZL 2006 2 0017525.7	July 4, 2007	June 20, 2016
71.	Utility Model Patent	基站天線調整固定夾具及應用該夾具的天線 (Fixed base station antenna adjustment application of the fixture and the fixture antenna)	ZL 2005 2 0067318.8	July 25, 2007	November 9, 2015
72.	Utility Model Patent	低噪聲放大器監控告警裝置 (Low noise amplifier alarm monitoring device)	ZL 2006 2 0145433.7	December 5, 2007	December 29, 2016
73.	Utility Model Patent	一種環行隔離器 (A ring isolators)	ZL 2006 2 0145340.4	December 5, 2007	December 27, 2016

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	Type of Patent	Patent Description	Patent Number	Registration Date	Expiry Date
74.	Utility Model Patent	同軸腔體諧振器間的感性耦合結構及採用該結構的濾波器 (Coaxial resonator cavity inductive coupling between the structure and use of the structure of the filter)	ZL 2006 2 0145488.8	December 26, 2007	December 30, 2016
75.	Utility Model Patent	防雷型射頻模塊 (Lightning RF Module)	ZL 2006 2 0145489.2	December 26, 2007	December 30, 2016
76.	Utility Model Patent	射頻控制電路 (RF control circuits)	ZL 2006 2 0016573.4	November 21, 2007	December 18, 2016
77.	Utility Model Patent	濾波器和公共端口之間的耦合結構及採用該結構的雙工器 (Matching structure of filters and public ports and duplexers applying that structure)	ZL 2006 2 0016430.3	December 5, 2007	December 12, 2016
78.	Utility Model Patent	一種移動終端外置天綫 (An external antenna for mobile terminals)	ZL 2006 2 0015820.9	October 31, 2007	November 16, 2016
79.	Utility Model Patent	一種通信接口信號傳輸電路 (A communication interface circuit signal transmission)	ZL 2006 2 0016518.5	January 2, 2008	December 14, 2016
80.	Utility Model Patent	同軸腔體諧振器間的耦合結構 (Coaxial resonator cavity between the coupling structure)	ZL 2006 2 0016616.9	January 2, 2008	December 19, 2016
81.	Utility Model Patent	一種寬頻雙極化天綫振子 (A stream of broadband dual-polarized antenna structure)	ZL 2006 2 0145421.4	January 23, 2008	December 28, 2016
82.	Utility Model Patent	一種板狀基站天綫屏蔽罩 (A slab base station antenna shield)	ZL 2006 2 0145418.2	March 5, 2008	December 28, 2016
83.	Utility Model Patent	一種偏置T型裝置 (An offset T-shape device)	ZL 2006 2 0145487.3	January 2, 2008	December 29, 2016
84.	Utility Model Patent	一種駐波檢測耦合結構 (A standing wave detection coupling structure)	ZL 2007 2 0121011.0	June 18, 2008	June 17, 2017
85.	Utility Model Patent	一種雙頻雙極化電調天綫 (A dual-dual-polarized electronic adjustment antenna)	ZL 2007 2 0121185.7	May 14, 2008	July 3, 2017
86.	Utility Model Patent	一種直流電流檢測告警電路 (A DC detection alarm circuit)	ZL 2007 2 0121518.6	May 14, 2008	July 8, 2017
87.	Utility Model Patent	一種線陣智能天綫 (A linear array of intelligent antenna)	ZL 2007 2 0172400.6	October 8, 2008	October 10, 2017
88.	Utility Model Patent	板狀天綫裝配翻轉工裝 (Rotary configuration of slab antenna assembly)	ZL 2007 2 0119906.0	April 2, 2008	April 25, 2017
89.	Utility Model Patent	合路器 (Combiner)	ZL 2007 2 0118905.4	February 6, 2008	March 11, 2017
90.	Utility Model Patent	一種新型耦合結構 (A new type of coupling structure)	ZL 2007 2 0118824.4	February 20, 2008	March 5, 2017
91.	Utility Model Patent	一種同軸腔體諧振器間的耦合結構 (A type of coupling structure in coaxial cavity resonator)	ZL 2007 2 0170722.7	September 17, 2008	November 11, 2017

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	Type of Patent	Patent Description	Patent Number	Registration Date	Expiry Date
92.	Utility Model Patent	一種耦合器耦合結構 (A type of coupling structure of coupler)	ZL 2007 2 0 170489.2	September 17, 2008	November 4, 2017
93.	Utility Model Patent	一種寬頻雙極化天線振子 (A stream of broadband dual-polarized antenna structure)	ZL 2007 2 0170443.0	September 10, 2008	October 30, 2017
94.	Utility Model Patent	寬頻雙極化天線振子	ZL 2007 2 0170876.6	September 17, 2008	November 15, 2017
95.	Utility Model Patent	一種天線內置合路器	ZL 2008 2 0091865.3	December 3, 2008	January 22, 2018
96.	Utility Model Patent	一種圓極化天線及射頻識別裝置	ZL 2008 2 0093743.8	February 4, 2009	April 29, 2018
97.	Utility Model Patent	一種小間距陣列天線	ZL 2008 2 0093900.5	February 25, 2009	May 6, 2018
98.	Utility Model Patent	一種微帶線功率合路器	ZL 2008 2 0093925.5	March 11, 2009	May 8, 2018
99.	Utility Model Patent	一種射頻前端模組密封結構	ZL 2008 2 0093926.X	March 11, 2009	May 8, 2018
100.	Utility Model Patent	一種WIMAX雙極化基站定向天線	ZL 2008 2 0093934.4	May 20, 2009	May 11, 2018
101.	Utility Model Patent	一種多工器公共端口	ZL 2008 2 0093936.3	May 20, 2009	May 11, 2018
102.	Utility Model Patent	一種寬頻雙極化電調天線	ZL 2008 2 0093937.8	March 11, 2009	May 11, 2018
103.	Utility Model Patent	一種電調天線傳動機構	ZL 2008 2 0094752.9	March 11, 2009	May 13, 2018
104.	Utility Model Patent	一種卡扣式固定結構	ZL 2008 2 0094753.3	March 11, 2009	May 13, 2018
105.	Utility Model Patent	一種定向天線夾具	ZL 2008 2 0094141.4	February 25, 2009	May 20, 2018
106.	Utility Model Patent	WIFI一體化覆蓋天線	ZL 2008 2 0094085.4	February 25, 2009	May 27, 2018
107.	Utility Model Patent	一種寬頻雙極化天線陣子	ZL 2008 2 0094084.X	February 25, 2009	May 27, 2018
108.	Utility Model Patent	一種射頻放大器及移動通信接收機	ZL 2008 2 0094262.9	March 4, 2009	May 29, 2018
109.	Utility Model Patent	一種天線振子元件及天線振子的連接裝置	ZL 2008 2 0094897.9	May 20, 2009	June 19, 2018
110.	Utility Model Patent	同軸腔體諧振器及同軸腔體濾波器	ZL 2008 2 0095130.8	April 15, 2009	June 29, 2018
111.	Utility Model Patent	低通濾波器	ZL 2008 2 0095131.2	April 15, 2009	June 29, 2018
112.	Utility Model Patent	一種微帶傳輸線結構	ZL 2008 2 0095614.2	May 20, 2009	July 13, 2018
113.	Utility Model Patent	一種同軸電纜的壓接裝置	ZL 2008 2 0095570.3	April 15, 2009	July 15, 2018
114.	Utility Model Patent	一種智能天線校準電路	ZL 2008 2 0095749.9	June 10, 2009	July 22, 2018
115.	Utility Model Patent	寬頻共軸雙頻雙極化電調天線	ZL 2008 2 0095804.4	July 22, 2009	July 22, 2018

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	Type of Patent	Patent Description	Patent Number	Registration Date	Expiry Date
116.	Utility Model Patent	一種導向裝置	ZL 2008 2 0146938.4	July 15, 2009	August 25, 2018
117.	Utility Model Patent <sup>×</sup>	一種內置式天線與塔放的一體化結構	ZL 2008 2 0095333.7	April 15, 2009	July 7, 2018
118.	Utility Model Patent	一種電調天線移相結構	ZL200820212920.X	July 29, 2009	October 6, 2018
119.	Utility Model Patent	一種隔離器	ZL200820212839.1	August 19, 2009	October 26, 2018
120.	Utility Model Patent	駐波檢測裝置結構	ZL200820213770.4	September 16, 2009	November 25, 2018
121.	Utility Model Patent	無線通信設備室外壁掛式安裝結構	ZL200820235692.8	October 7, 2009	December 25, 2018
122.	Utility Model Patent	一種失配負載裝置及雙工器	ZL200820235565.8	October 14, 2009	December 25, 2018

<sup>×</sup> Joint ownership with 中國移動通信研究院

- (d) As of the Latest Practicable Date, we had applied for the registration of the following patents in the PRC:

	Type of Patent	Patent Description	Application Date	Application Number
1.	Utility Model Patent	射頻同軸電纜	October 14, 2009	200920205907.6
2.	Utility Model Patent	一種連續可調的移相器	January 16, 2009	200920129521.1
3.	Utility Model Patent	一種電調天線傳動機構	April 13, 2009	200920130761.3
4.	Utility Model Patent	腔體濾波器	April 16, 2009	200920130771.7
5.	Utility Model Patent	一種板材拼接的天線外罩	April 17, 2009	200920130852.7
6.	Utility Model Patent	同軸腔體諧振器容性交叉耦合結構	May 6, 2009	200920131416.1
7.	Utility Model Patent	帶信號端口的無線通信裝置	May 6, 2009	200920131417.6
8.	Utility Model Patent	一種室外用模組化授時型GPS接收機	May 7, 2009	200920131708.5
9.	Utility Model Patent	濺散板饋源及微波天線	May 27, 2009	200920132251.X
10.	Utility Model Patent	天線介質組件及雙極化陣列天線輻射單元	June 30, 2009	200920133411.2
11.	Utility Model Patent	一種射頻同軸電纜	April 22, 2009	200920131052.7
12.	Utility Model Patent	一種寬頻校準網路	April 28, 2009	200920131117.8
13.	Utility Model Patent	一種一體化集束天線結構	May 26, 2009	200920132231.2
14.	Utility Model Patent	一種定向耦合器和信號檢測系統	June 22, 2009	200920133206.6
15.	Utility Model Patent	一種天線結構	June 25, 2009	200920133705.5
16.	Utility Model Patent	寬頻微帶三功分器	July 10, 2009	200920133810.9

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	Type of Patent	Patent Description	Application Date	Application Number
17.	Utility Model Patent	寬頻微帶功分器	July 10, 2009	200920133811.3
18.	Invention Patent	一種駐波比測量方法及裝置	March 13, 2009	200910105989.1
19.	Invention Patent	一種寬頻雙極化天綫陣子結構 (A stream of broadband dual-polarized antenna)	December 1, 2006	200610157272.8
20.	Invention Patent	智能天綫的校準網絡 (Smart antenna calibration network)	March 9, 2006	200610034285.6
21.	Invention Patent	低噪聲放大器件模塊裝置 (Low noise amplifier module device)	July 15, 2005	200510036079.4
22.	Invention Patent	雙極化加載天綫輻射單元 (A dual-polarized antenna radiation load modules)	April 27, 2005	200510034456.0
23.	Invention Patent	一種TD-SCDMA杆綫放大器獲取轉換點位置的方法 (A TD-SCDMA trunk amplifier access the location of conversion methods)	June 1, 2007 <sup>(1)</sup>	200710073666.X
24.	Invention Patent	一種駐波檢測裝置及方法 (A standing wave detection device and method)	September 28, 2007	200710123724.5
25.	Invention Patent	一種智能天綫校準網絡及其校準方法	June 30, 2008	200810068090.2
26.	Invention Patent	一種腔體濾波器和雙工器	June 30, 2008	200810068093.6
27.	Invention Patent	一種低雜訊放大器的駐波比調試方法及系統	July 7, 2008	200810068338.5
28.	Invention Patent	一種防雷保護電路及天綫設備	October 27, 2008	200810217084.9
29.	Invention Patent	可變失配負載裝置、射頻裝置以及駐波比和相位調節方法	December 30, 2008	200810241757.4
30.	Invention Patent	一種低通濾波器、射頻濾波器和雙工器	December 31, 2008	200810242145.7
31.	Invention Patent	一種寬頻雙極化天綫輻射元結構	March 10, 2009	200910105955.2
32.	Invention Patent	一種雙極化饋源裝置及天綫	May 22, 2009	200910107391.6
33.	Invention Patent	寬頻微帶四功分器	July 10, 2009	200910108727.0
34.	Design Patent	GPS 有源天綫	December 31, 2008	200830254154.9
35.	Utility Model Patent	帶相位檢測功能的合路器	August 11, 2009	200920134718.4
36.	Utility Model Patent	一種駐波可變的大功率失配負載	August 12, 2009	200920134773.3
37.	Utility Model Patent	可調增益的低噪音放大器		200920134936.8
38.	Utility Model Patent	一種雙級化輻射單元 <sup>2</sup>		200820123606.4

<sup>1</sup> Joint application with 中國移動通信研究院

<sup>2</sup> Joint application with 中國移動通信集團公司

Note:

(1) Preliminary examination date

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**APPENDIX VI****STATUTORY AND GENERAL INFORMATION**

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- (e) As of the Latest Practicable Date, we were the registered owner of the following domain name(s):

<b>Domain Name</b>	<b>Period of Registration (DD-MM-YYYY)</b>
www.mobi-antenna.com	22-12-2005 to 22-12-2010
www.mobile-antenna.com	19-10-2001 to 19-10-2010

The contents of the website(s), registered or licensed, do not form part of this Web Proof Information Pack.

Except as aforesaid, there are no other trade or service marks, patents, other intellectual or industrial property rights which are or may be material in relation to our Group's business.

### 3. FURTHER INFORMATION ABOUT THE GROUP'S ENTERPRISES IN THE PRC

Brief particulars of the operating subsidiaries of our Company set up in the PRC are set out below:

(1) *MOBI Shenzhen*

Names:	摩比天線技術(深圳)有限公司 (MOBI Antenna Technologies (Shenzhen) Co., Ltd.)
Date and place of establishment:	August 12, 1999; PRC
Economic nature:	wholly foreign-owned enterprise
Registered office:	MOBI Building, Langshan First Road, North Area, High And New Zone, Nanshan District, Shenzhen, PRC
Registered Owner:	Our Company
Scope of business:	Research and development, manufacture and trading of mobile communication system antennas, RF devices, RF modules, RF (sub) systems, RF cables, various ancillary products for mobile base stations, small integrated systems for communication and after sales installation services
Registered capital:	RMB30,000,000 (fully paid up)
Total investment:	RMB52,500,000
Attributable interest to our Group:	100%
Term of operation:	August 12, 1999 to January 21, 2033
Legal Representative:	Hu Xiang

(2) *MOBI Jian*

Names:	摩比通訊技術(吉安)有限公司 (MOBI Telecommunication Technologies (Jian) Co., Ltd.)
Date and place of establishment:	May 23, 2006; PRC
Economic nature:	wholly foreign-owned enterprise



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**STATUTORY AND GENERAL INFORMATION**

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Registered Owner:	Our Company
Registered office:	Industrial Park, Jizhou District, Jian, PRC
Scope of business:	Manufacture and trading of mobile communication system antennas, RF devices, RF modules, RF (sub) systems, RF cables, various ancillary products for mobile base stations (any item above requiring approval shall be operated with a permit, except for those with special provisions of the state)
Registered capital:	RMB3,000,000 (fully paid up)
Total investment:	RMB3,000,000
Attributable interest to our Group:	100%
Term of operation:	May 23, 2006 to May 22, 2016
Legal Representative:	Hu Xiang

(3) *MOBI Xian*

Names:	摩比科技(西安)有限公司 (MOBI Technologies (XI'AN) Co., Ltd.)
Date and place of establishment:	April 29, 2008; PRC
Economic nature:	foreign-invested enterprise
Registered Owner:	MOBI Shenzhen
Registered office:	西安市高新區新型工業園碩士路六號
Scope of business:	Research and development, manufacture and trading of mobile communication system antennas, RF devices, RF modules, RF (sub) systems, RF cables, various ancillary products for mobile base stations, small integrated systems for communication and after sales installation services (scope of business above excludes products which require administrative approval under laws and regulations)
Registered capital:	RMB120,000,000 (of which RMB24,000,000 has been paid up)
Total investment:	RMB200,000,000
Attributable interest to our Group:	100%
Term of operation:	April 29, 2008 to April 28, 2023
Legal Representative:	Hu Xiang

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**APPENDIX VI****STATUTORY AND GENERAL INFORMATION**

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**4. FURTHER INFORMATION ABOUT DIRECTORS, MANAGEMENT AND STAFF****A. Particulars of Directors' service agreements**

Each of the executive Directors and non-executive Directors has entered into a service agreement with our Company commencing from the Listing Date for a term of three years, respectively.

Each of the executive Directors is entitled to a director's fee and a basic salary and the non-executive Directors is entitled to a director's fee. The current basic annual remunerations (excluding any discretionary bonus which may be paid) payable by our Group to the executive Directors and non-executive Directors are set out below. The executive Directors are entitled to participate in our Group's social insurance, accident insurance. All the Directors are entitled to directors' and officers' liability insurance schemes.

	<i>RMB</i>
<b>Executive Director</b>	
Hu Xiang	794,540
Wang Guoying	719,830
	<i>HK\$</i>
<b>Non-executive Director</b>	
Qu Deqian	100,000
Xing Qibin	100,000
Yan Andrew Y	100,000
Yang Dong	100,000

Each of the independent non-executive Director has entered into a letter of appointment with our Company for a term of three years commencing from the Listing Date (except for Li Tianshu whose engagement with us commenced on July 1, 2007) and renewable by mutual agreement on annual basis. The current basic annual remuneration payable by our Group to the independent non-executive Directors are as follows:

	<i>HK\$</i>
<b>Independent Non-executive Director</b>	
Li Tianshu	180,000
Zhang Han	160,000
Bao Fan	160,000

**B. Directors' remuneration**

The aggregate remunerations paid to the Directors by our Group in respect of the financial year ended December 31, 2008 were approximately RMB1,495,000. The aggregate remunerations and benefits in kind which the Directors are entitled to receive for the financial year ended December 31, 2009 are estimated to be approximately RMB1,650,000, excluding that any discretionary bonuses which may be paid to the Directors.

**C. Personal guarantees**

Save and except as disclosed in Appendix I to this Web Proof Information Pack, no executive Directors or related parties have provided guarantees for debts and liabilities due by any members of our Group.

**APPENDIX VI**

**STATUTORY AND GENERAL INFORMATION**

**D. Interests of Directors and chief executive in our share capital**

Immediately following completion of the Global Offering, the Capitalization Issue and conversion of the Series A Preferred Shares into Shares (without taking into account any Shares that may be issued and allotted pursuant to the exercise of the Over-allotment Option or options granted under Pre-IPO Stock Incentive Plans or may be granted under the Share Option Scheme or Shares that may be taken by a person under the Global Offering which would affect disclosure in this section), the interests and short positions of the Directors and chief executive of our Company in the Shares, underlying Shares and debentures of our Company or any of its associated corporations (within the meaning of Part XV of the SFO), which, once the Shares are listed on the Stock Exchange, will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken or deemed to have under such provisions of the SFO), or will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules, will be as follows:

(i) Shares

<b>Name of Director</b>	<b>Nature of Interest</b>	<b>Number of Shares<sup>(1)</sup></b>	<b>Approximate percentage of shareholding</b>
Hu Xiang	Personal	23,095,000(L)	3.29
Wang Guoying	Personal	24,734,000(L)	3.52

*Note:*

(1) The letter “L” denotes long position of the directors in the Shares.

(ii) Shares Underlying the Pre-IPO Options<sup>(1)</sup>

<b>Name of Director</b>	<b>Nature of Interest</b>	<b>Number of Shares Underlying the Pre-IPO Options</b>
Hu Xiang	Personal	4,100,000
Wang Guoying	Personal	1,750,000
Qu Deqian	Personal	600,000
Xing Qibin	Personal	600,000
Andrew Y. Yan	Personal	675,000
Yang Dong	Personal	675,000

*Note:*

(1) The Pre-IPO Options were granted under the Pre-IPO Stock Incentive Plans. The summary of the terms of the Pre-IPO Stock Incentive Plans and the terms of the Pre-IPO Options granted are set out in the section headed “5. Pre-IPO Options” in this appendix.

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**E. Substantial shareholders**

So far as the Directors are aware, information on the persons, not being Directors or the chief executive of our Company, who will have, immediately following completion of the Global Offering, the Capitalization Issue and conversion of the Series A Preferred Shares into Shares (without taking into account Shares that may be issued and allotted pursuant to the exercise of the Over-allotment Option or options granted under Pre-IPO Stock Incentive Plans or may be granted under the Share Option Scheme or Shares that may be taken by a person under the Global Offering which would affect disclosure in this section) an interest or short position in the Shares and underlying Shares of our Company which would fall to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who is, directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of our Group will be as follows:

<b>Name of Shareholder</b>	<b>Nature of interest</b>	<b>Number of Shares<sup>(1)</sup></b>	<b>Approximate percentage of shareholding</b>
Fangyi Holdings	Beneficial Owner	209,643,000(L)	29.86
SB Asia	Beneficial Owner	152,999,995(L)	21.79
SB Asia Pacific Partners L.P.	Interest of a controlled corporation <sup>(2)</sup>	152,999,995(L)	21.79
Shao Zhiguo	Beneficial Owner	41,496,500(L)	5.91

*Notes:*

- (1) The letter “L” denotes long position of the shareholders in the Shares.
- (2) These shares are registered in the name of SB Asia, in which SB Asia Pacific Partners L.P. is a general partner. SB Asia Pacific Partners L.P. is deemed to be interested in all the shares in which SB Asia is interested by virtue of the SFO.

**F. Disclaimers**

Except as disclosed in this Web Proof Information Pack:

- (a) none of our Directors or any of the experts referred to in the paragraph headed “Consents of experts” in this Appendix has any direct or indirect interest in the promotion of our Company, or in any assets which have been within the two years immediately preceding the date of this Web Proof Information Pack, acquired or disposed of by or leased to, any member of our Group, or are proposed to be so acquired, disposed of or leased;
- (b) none of our Directors or any of the experts referred to in the paragraph headed “Consents of experts” in this Appendix is materially interested in any contract or arrangement subsisting at the date to this Web Proof Information Pack which is significant in relation to our business;
- (c) none of the experts referred to in the paragraph headed “Consents of experts” in this Appendix has any shareholding in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group, save in connection with the Underwriting Agreements, nor is in the employment of an officer of our Company; and
- (d) none of our Directors, any of their associates (as defined in the Listing Rules) or any shareholder of our Company (which to the knowledge of our Directors owns more than 5% of the issued share capital of our Company) has any interest in any of our Group’s five largest suppliers or five largest customers.

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### 5. PRE-IPO OPTIONS

#### A. Summary of the principal terms of the Pre-IPO Stock Incentive Plans on the Pre-IPO Options:

The principal terms of the 2005 Stock Incentive Plan and the 2003 Stock Incentive Plan respectively approved and adopted by ordinary resolutions of the shareholders of our Company on July 10, 2004 and January 15, 2003 are substantially the same except for the following:

- (i) the effective date of the 2005 Stock Incentive Plan is July 10, 2004 and the effective date of the 2003 Stock Incentive Plan is January 15, 2003;
- (ii) the maximum number of Shares that may be issued pursuant to options qualified as incentive stock options granted under the 2005 Stock Incentive Plan is 2,612,500 Shares (pre-Capitalization Issue) instead of 2,750,000 Shares (pre-Capitalization Issue) under the 2003 Stock Incentive Plan;
- (iii) the maximum number of Shares subject to those options and stock appreciation rights that are granted during any calendar year to any individual under the 2005 Stock Incentive Plan is 200,000 Shares (pre-Capitalization Issue) instead of 700,000 Shares (pre-Capitalization Issue) under the 2003 Stock Incentive Plan;
- (iv) the maximum number of Shares subject to all awards that are granted during any calendar year to any individual under the 2005 Incentive Stock Plan is 200,000 Shares (pre-Capitalization Issue) instead of 700,000 Shares (pre-Capitalization Issue) under the 2003 Stock Incentive Plan;
- (v) the maximum number of Shares that may be issued pursuant to awards granted under the 2005 Stock Incentive Plan, other than pursuant to stock option and stock appreciation right grants, is 2,612,500 Shares (pre-Capitalization Issue) instead of 2,750,000 Shares (pre-Capitalization Issue) under the 2003 Stock Incentive Plan;
- (vi) the maximum number of Shares which may be issued pursuant to performance-based awards (other than options and stock appreciation rights granted with an exercise or base price not less than the fair market value of a Share at the date of grant) that are granted to any participant in any one calendar year shall not exceed 200,000 Shares (pre-Capitalization Issue) (either individually or in the aggregate) under the 2005 Stock Incentive Plan versus 700,000 Shares (PreCapitalization Issue) under the 2003 Stock Incentive Plan; and
- (vii) the aggregate amount of compensation to be paid to any participant in respect of all performance-based awards payable only in cash and not related to Shares in any calendar year shall not exceed US\$300,000 under the 2005 Stock Incentive Plan as opposed to US\$800,000 under the 2003 Stock Incentive Plan.

The principal terms of the Pre-IPO Stock Incentive Plans on the Pre-IPO Options are as follows:

#### (a) Purpose

The purpose of the Pre-IPO Stock Incentive Plans is to promote the success of our Company and to increase shareholder value by providing additional means through the grant of awards to attract, motivate, retain and reward selected employees and other eligible persons of our Group.

#### (b) Who may join

Eligible Persons may participate in the Pre-IPO Stock Incentive Plans. Eligible Persons may be any of the following:

- (i) an officer (whether or not a director) or employee of our Group;
- (ii) a director of any member of our Group; or

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- (iii) an individual consultant or advisor who renders or has rendered bona fide services to our Company (other than services in connection with the offering or sale of securities of our Company in a capital-raising transaction or as a market maker or promoter of our Company’s securities).

(c) Types of awards

The administrator of the Pre-IPO Stock Incentive Plans (the “Administrator”) shall have the discretion to determine the type of award(s) to be made to each selected Eligible Person.

The types of awards that may be granted under the Pre-IPO Stock Incentive Plans include stock options (whether as an incentive stock option (an “ISO”) within the meaning of Section 422 of the United States Internal Revenue Code of 1986, as amended (the “Code”) or a non-qualified stock option (an option not intended to be an ISO), stock appreciation rights and other awards).

The above awards may be granted singly, in combination or in tandem. The grant of awards such as ISOs and stock appreciation rights are subject to such additional provisions under the Pre-IPO Stock Incentive Plans, which have not been summarised in this Web Proof Information Pack.

(d) Subscription price

The per share exercise price for each option shall not be less than 100% of the fair market value of a Share on the date of grant of such option, except:

- (i) a stock option that is granted retroactively in tandem with or as a substitution for another award may have a per share exercise price no lower than the fair market value of a Share on the date such other award was granted; and
- (ii) a non-qualified stock option may be granted with a per share exercise price that is less than the fair market value of a Share on the date of grant, provided that such exercise price shall not be less than the per share purchase price of the Preferred Shares.

“Fair market value” of the Shares shall mean the value as established by the Administrator until such time that the Shares are listed or admitted to trade on a U.S. national securities exchange, reported on the National Market Reporting System of the U.S., or that bid and asked prices for the Shares are furnished by the NASD or a similar organization. The purchase price for any award granted under the Pre-IPO Stock Incentive Plans or any Shares to be delivered pursuant to an award under the Pre-IPO Stock Incentive Plans may be paid by means of any lawful consideration as determined by the Administrator, including services rendered by the participant.

(e) Acceptance of offer

No amount is payable by a participant on acceptance of an offer of option. Each award shall be evidenced by a written award agreement in the form approved by the Administrator and executed on behalf of our Company and if required by the Administrator, executed by the participant.

(f) Maximum number of Shares in respect of which options may be granted

The maximum number of Shares that may be issued pursuant to options granted as incentive stock options is 2,750,000 Shares (pre-Capitalization Issue) under the 2003 Stock Incentive Plan and 2,612,500 Shares (pre-Capitalization Issue) under the 2005 Stock Incentive Plan.

The maximum number of Shares that may be issued pursuant to awards, other than pursuant to stock option and stock appreciation right grants, is 2,750,000 Shares (pre-Capitalization Issue) under the 2003 Stock Incentive Plan and 2,612,500 Shares (pre-Capitalization Issue) under the 2005 Stock Incentive Plan. This limit does not apply to shares delivered in respect of compensation earned but deferred.

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(g) Maximum entitlement of each participant

The maximum number of Shares subject to those options and stock appreciation rights that are granted during any calendar year to any individual is 700,000 Shares (pre-Capitalization Issue) under the 2003 Stock Incentive Plan and 200,000 Shares (pre-Capitalization Issue) under the 2005 Stock Incentive Plan.

The maximum number of Shares subject to all awards that are granted during any calendar year to any individual is 700,000 Shares (pre-Capitalization Issue) under the 2003 Stock Incentive Plan and 200,000 Shares (pre-Capitalization Issue) under the 2005 Stock Incentive Plan. This limit does not apply to shares delivered in respect of compensation earned but deferred.

(h) Rights are personal to participant

All awards are personal to the participant. They are non-transferable and shall not be subject to any sale, transfer, anticipation, alienation, assignment, pledge, encumbrance or charge. All awards shall be exercised by the participant only. All amounts payable or shares issuable pursuant to any award under the Pre-IPO Stock Incentive Plans shall be delivered only to the participant.

Notwithstanding the foregoing, the Administrator may permit awards to be exercised by and paid to certain persons related to the participant, including members of the participant’s immediate family, trusts or other entities controlled by or whose beneficiaries or beneficial owners are the participant or members of the participant’s immediate family pursuant to such conditions and procedures as established by the Administrator.

Furthermore, the foregoing exercise and transfer restrictions shall not apply to:

- (i) transfers to our Company;
- (ii) the designation of a beneficiary to receive benefits on the death of the participant, transfers to or exercise by the beneficiary of the participant on his/her death, transfers by will or the laws of descent and distribution;
- (iii) subject to any applicable limitations on ISOs, transfers to a family member or former family member pursuant to a domestic relations order if approved or ratified by the Administrator;
- (iv) if the participant has suffered a disability, permitted transfers or exercises on behalf of the participant by his or her legal representative; or
- (v) “cashless exercise” procedures with third parties who provide financing for, or who otherwise facilitate, the exercise of awards in accordance with applicable laws and the express authorization of the Administrator.

(i) Exercise period and duration of the Pre-IPO Stock Incentive Plans

The exercise period of each option (ISO or non-qualified stock options) granted under the Pre-IPO Stock Incentive Plans shall be ten years. The Pre-IPO Stock Incentive Plans shall have a duration of ten years.

(j) Performance goals

Awards may be granted in the sole discretion of the Administrator to officers and employees of any Group member subject to achievement of certain performance goals or business criteria and for the purpose of satisfying the requirements for “performance-based compensation” within the meaning of Section 162(m) of the Code. To qualify awards as performance-based under Section 162(m) of the Code, the applicable performance goals or business criteria must be established and approved by the Administrator during the first 90 days of the performance period (and in the case of performance

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periods of less than one year, before 25% of the performance period has elapsed) and while performance relating to such performance goals or business criteria remains substantially uncertain within the meaning of Section 162(m) of the Code. The applicable performance measurement period may not be less than three months nor more than 10 years.

The maximum number of Shares which may be issued pursuant to performance-based awards (other than options and stock appreciation rights granted with an exercise or base price not less than the fair market value of a Share at the date of grant) granted to any participant in any one calendar year shall not exceed 700,000 Shares (pre-Capitalization Issue) (either individually or in the aggregate) under the 2003 Stock Incentive Plan versus 200,000 Shares (pre-Capitalization Issue) under the 2005 Stock Incentive Plan. The aggregate amount of compensation payable to any participant in respect of all performance-based awards in cash and not related to Shares in any calendar year shall not exceed US\$800,000 under the 2003 Stock Incentive Plan as opposed to US\$300,000 under the 2005 Stock Incentive Plan.

The authority of the Administrator to grant new awards that are intended to qualify as performance based compensation within Section 162(m) of the Code (other than options and stock appreciation rights granted with an exercise or base price not less than the fair market value of a Share at the date of grant) shall terminate upon the first shareholders' meeting of our Company occurring in the fifth year after the adoption of the Pre-IPO Stock Incentive Plans by the shareholders of our Company.

(k) Effect of alterations to capital, reorganization etc.

Upon or in contemplation of any reclassification, recapitalization, stock split or reverse stock split; any merger, combination, consolidation or other reorganization; any spin-off, split-up or similar extraordinary dividend distribution in respect of the Shares; any exchange of Shares or any similar, unusual or extraordinary corporate transaction in respect of the Shares; or a sale of all or substantially all the business or assets of our Company, the Administrator shall in its sole discretion as it deems appropriate and equitable make such adjustment to the terms of the awards or make provision for the occurrence of the foregoing events.

The Administrator may adopt such valuation methodologies for outstanding awards as it deems reasonable for a cash or property settlement. In the case of options, stock appreciation rights or similar rights, the Administrator may base settlement solely on any excess of the per share amount payable upon such event over the exercise or base price of the award. The Administrator may take such necessary action to permit the participant to realize the benefits intended to be conveyed with respect to the Shares in the same manner as generally available to shareholders of our Company prior to such event.

(l) Rights on winding-up

Upon a dissolution of our Company or other event described under paragraph (k) above that our Company does not survive, whether as a private company or a public company in respect of the Shares, all the outstanding options and stock appreciation rights shall become fully vested, all shares of restricted stock then outstanding shall fully vest free of restrictions and all other outstanding awards under the Pre-IPO Stock Incentive Plans shall become payable to the participant unless the Administrator shall have otherwise made provision for.

(m) Change of Control

In the event of a change of control event as defined in the Pre-IPO Stock Incentive Plans, the Administrator may in its discretion provide that any outstanding option or stock appreciation right shall become fully vested, that any share of restricted stock then outstanding shall fully vest free of restrictions and that any other outstanding award under the Pre-IPO Stock Incentive Plans shall be payable to the participant.



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### (n) Lapse of awards

Unless the Board otherwise expressly provides, (i) to the extent an outstanding option granted under the Pre-IPO Stock Incentive Plans has not become vested and exercisable on the date the participant’s employment by or service to our Group terminates, the option to the extent unvested and unexercisable shall terminate; and (ii) any shares underlying a restricted stock award that remain subject to restrictions at the time of termination of the participant’s employment by or service to our Group shall not vest and our Company may reacquire any unvested shares subject to such award in such manner and on such terms as provided by the Administrator.

Unless our Group policy or the Administrator otherwise provides, the employment relationship shall not be considered terminated in the case of (i) sick leave, (ii) military leave, or (iii) any other leave of absence authorized by our Group or the Administrator, provided that such leave shall not be for a period of more than 90 days unless reemployment on expiry of such leave is guaranteed by contract or law.

### (o) Alteration of the Pre-IPO Stock Incentive Plans

The Board may from time to time amend, modify or suspend the Pre-IPO Stock Incentive Plans (in whole or in part). To the extent required by applicable law or any applicable listing agency or under the Code to preserve the intended tax consequences of the Pre-IPO Stock Incentive Plans, or otherwise deemed necessary or advisable by the Board, any amendment to the Pre-IPO Stock Incentive Plans shall be subject to shareholders’ approval of our Company.

### (p) Amendments to Awards

The Administrator may by agreement or resolution waive, or make changes to, the terms and conditions of awards, provided that any repricing of the per share exercise or base price of any option or stock appreciation right shall not be less than the fair market value of a Share on the date of the grant of the award. No amendment, suspension or termination of the Pre-IPO Stock Incentive Plans or change of any outstanding award granted under the Pre-IPO Stock Incentive Plans shall, without written consent of the participant, affect the rights of such participant or obligations of our Group in any materially adverse manner.

### (q) Termination of the Pre-IPO Stock Incentive Plans

The Board may at any time terminate the Pre-IPO Stock Incentive Plans. Unless earlier terminated by the Board, the Pre-IPO Stock Incentive Plans shall terminate at the close of business on the day before the tenth anniversary of their effective date. The Pre-IPO Stock Incentive Plans will be terminated upon Listing.

Following termination of the Pre-IPO Stock Incentive Plans, no additional awards may be granted. Previously granted awards (and the authority of the Administrator with respect thereto, including its authority to amend such awards) shall remain outstanding in accordance with their applicable terms.

### (r) Administration of the Pre-IPO Stock Incentive Plans

The Pre-IPO Stock Incentive Plans shall be administered by the Board or one or more committees appointed by the Board, which shall be comprised solely of one or more directors or such number of directors as may be required under applicable law.

With respect to awards intended to satisfy the requirements for performance-based compensation under Section 162(m) of the Code, the Pre-IPO Stock Incentive Plans shall be administered by a committee consisting solely of two or more outside directors provided that the failure to satisfy such requirement shall not affect the validity of the action of any committee otherwise duly authorized and acting in the matter.

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(s) Present status of the Pre-IPO Stock Incentive Plans

Application has been made to the Listing Committee of the Stock Exchange for the listing of and permission to deal in the Shares which fall to be issued pursuant to the exercise of any awards that have been granted under the Pre-IPO Stock Incentive Plans prior to Listing.

**B. Outstanding Pre-IPO Options**

No stock appreciation rights or performance-based awards have been granted under the Pre-IPO Stock Incentive Plans nor will such rights or awards be granted before or after Listing. Only non-qualified stock options have been granted under the Pre-IPO Stock Incentive Plans. The Pre-IPO Stock Incentive Plans will be terminated upon Listing.

(a) 2003 Stock Incentive Plan

As of the Latest Practicable Date, only non-qualified stock options to subscribe for an aggregate of 2,750,000 Shares (pre-Capitalization Issue) or 13,750,000 (post-Capitalization Issue) (representing approximately 1.96% of the enlarged issued share capital of our Company immediately after completion of the Global Offering, assuming that the Over-allotment Option is not exercised) at an exercise price of RMB1.7647 have been granted to 11 participants by our Company and remain outstanding under the 2003 Stock Incentive Plan. All the options under the 2003 Stock Incentive Plan were granted on January 15, 2003 and are to be vested as to 25% of the total number of Shares under the options on the first anniversary date of grant, and as to the remaining 75% in 36 substantially equal monthly installments commencing on the last day of the month following the month of the first anniversary date of grant. No further options will be granted under the 2003 Stock Incentive Plan prior to the Listing Date.

Particulars of the options granted at nil consideration on January 15, 2003 under the 2003 Stock Incentive Plan, which are exercisable upon vesting until January 15, 2013 at an exercise price of RMB1.7647 (pre-Capitalization Issue) or RMB0.3529 (post-Capitalization Issue), are as follows:

<b>Grantee and Position</b>	<b>Residential Address</b>	<b>Number of Shares to be issued upon full exercise of the Pre-IPO Options (post-Capitalization Issue)</b>	<b>Percentage of issued share capital immediately after completion of the Global Offering<sup>(1)</sup></b>
<b>Directors of our Group</b>			
Hu Xiang	20E, Block E, Yuanzhong Garden, Futian District, Shenzhen, Guangdong Province, China	4,100,000	0.58
Wang Guoying	301, Block 11, Pengxing Garden, Guowei Road, Luohu District, Shenzhen, Guangdong Province, China	1,750,000	0.25
Qu Deqian	22F, Block 4, Haiyinchangcheng, Nanshan District, Shenzhen, Guangdong Province, China	600,000	0.09
Xing Qibin	306, Block 26, Haiyue Garden, Shekou, Nanshan District, Shenzhen, Guangdong Province, China	600,000	0.09

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<b>Grantee and Position</b>	<b>Residential Address</b>	<b>Number of Shares to be issued upon full exercise of the Pre-IPO Options (post-Capitalization Issue)</b>	<b>Percentage of issued share capital immediately after completion of the Global Offering<sup>(1)</sup></b>
Andrew Y. Yan	House 9, 39 Deep Water Bay Road Hong Kong	675,000	0.10
Yang Dong	Room 301, Block E, Building 6, Lizhuhuayuan, Nanshan District, Shenzhen, Guangdong Province, China	675,000	0.10
<b>Sub-total</b>		<b>8,400,000</b>	<b>1.21</b>
<b>Senior Management of our Group who are not Directors</b>			
Shao Zhiguo, vice president	403, Building No. 4, Pengxing Garden, No. 192 Guowei Road, Luohu District, Shenzhen, Guangdong Province, China	1,750,000	0.25
<b>Sub-total</b>		<b>1,750,000</b>	<b>0.25</b>
<b>Ex-director of our Company and MOBI Shenzhen</b>			
Huang Jinsheng	816 Sutter Avenue, Palo Alto, CA 94303, United States	450,000	0.06
<b>Sub-total</b>		<b>450,000</b>	<b>0.06</b>
<b>Consultants of our Company</b>			
Lai Yongxiang	4A 4 Building, Baihua Boarding House, Futian District, Shenzhen, Guangdong Province, China	1,200,000	0.17
Tech Power Enterprises Limited	Palm Grove House, P.O. Box 438, Road Town, Tortola, British Virgin Islands	1,200,000	0.17
Ju Xinxia	32-2-3B Yangguangzonglv Garden, Nanshan District, Shenzhen, Guangdong Province, China	750,000	0.10
<b>Sub-total</b>		<b>3,150,000</b>	<b>0.44</b>
<b>Total</b>		<b>13,750,000</b>	<b>1.96</b>

*Note:*

- (1) On the assumptions that the Over-allotment Option is not exercised and that all the remaining outstanding options under the Pre-IPO Stock Incentive Plans are exercised at the same time immediately upon completion of the Global Offering.

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(b) 2005 Stock Incentive Plan

As of the Latest Practicable Date, only non-qualified stock options to subscribe for an aggregate of 2,361,500 Shares (pre-Capitalization Issue) or 11,807,500 (post-Capitalization Issue) (representing approximately 1.68% of the enlarged issued share capital of our Company immediately after completion of the Global Offering, assuming that the Over-allotment Option is not exercised) at an exercise price of RMB3.66 have been granted to 104 participants by our Company and remain outstanding under the 2005 Stock Incentive Plan. All the options under the 2005 Stock Incentive Plan were granted on August 31, 2005 and are to be vested as to 25% of the total number of Shares under the options on the first anniversary date of grant, and as to the remaining 75% in 36 substantially equal monthly installments commencing on the last day of the month following the month of the first anniversary date of grant. No further options will be granted under the 2005 Stock Incentive Plan prior to the Listing Date.

Particulars of the options granted at nil consideration on August 31, 2005 under the 2005 Stock Incentive Plan, which are exercisable upon vesting until August 31, 2015 at an exercise price of RMB3.66 (pre-Capitalization Issue) or RMB0.732 (post-Capitalization Issue), are as follows:

<b>Grantee and Position</b>	<b>Residential Address</b>	<b>Number of Shares to be issued upon full exercise of the Pre-IPO Options (post-Capitalization Issue)</b>	<b>Percentage of issued share capital immediately after completion of the Global Offering<sup>(1)</sup></b>
<b>Consultant of our Company</b>			
Ge Xiaojing	10865 Grovehampton Court, Reston, VA 20194-1432, United States	900,000	0.13
Ni Shanming	19C Baoxiang Court, Jiabaotian Garden, Luohu District, Shenzhen, Guangdong Province, China	400,000	0.06
<b>Sub-total</b>		<b>1,300,000</b>	<b>0.19</b>
<b>Senior management of our Group who are not Directors</b>			
Han Jianrong	1704, Block D2, Chunshulixiaoqu, Shekou, Nanshan District, Shenzhen, Guangdong Province, China	570,000	0.08
Kong Weitong	306, Block G, Qilin Garden, Yuquan Road, Nanshan District, Shenzhen, Guangdong Province, China	500,000	0.07

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<b>Grantee and Position</b>	<b>Residential Address</b>	<b>Number of Shares to be issued upon full exercise of the Pre-IPO Options (post-Capitalization Issue)</b>	<b>Percentage of issued share capital immediately after completion of the Global Offering<sup>(1)</sup></b>
Huang Jianjun	East, 3rd Floor, Block 705, No. 2 Pengxing Road, Liantang, Luohu District, Shenzhen, Guangdong Province, China	500,000	0.07
Huang Youyuan	No. 2, 5th Floor, Unit 28, Building 7, No. 3 Andong Street, Beilin District, Xian, Shaanxi Province, China	500,000	0.07
Liao Dong	2C, Block 2, Jinhaiyan Garden, Shahe, Futian District, Shenzhen, Guangdong Province, China	400,000	0.06
Chen Zhaojun	508, Block 2, Haoyuan, Qiaoxin Road, Nanshan District, Shenzhen, Guangdong Province, China	365,000	0.05
<b>Sub-total</b>		<b>2,835,000</b>	<b>0.40</b>
<b>Other employees of the Group with options to subscribe for more than 500,000 Shares</b>			
Yin Xinshe	No. 150 Weiqu West Street, Changan District, Xian, Shanxi Province, China	1,000,000	0.14
Zhang Hongya	102, 72 Building, Yuanlinxin Cun, Futian District, Shenzhen, Guangdong Province, China	650,000	0.09
<b>Sub-total</b>		<b>1,650,000</b>	<b>0.23</b>
Other 94 employees (including 2 ex-employees) of our Group		6,022,500	0.86
<b>Total</b>		<b>11,807,500</b>	<b>1.68</b>

*Note:*

(1) On the assumptions that the Over-allotment Option is not exercised and that all the remaining outstanding options under the Pre-IPO Stock Incentive Plans are exercised at the same time immediately upon completion of the Global Offering.

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Out of a total of 25,557,500 Shares (post-Capitalization Issue) to be issued upon exercise of all the options granted under the Pre-IPO Stock Incentive Plans, options representing 8,400,000 Shares were granted to six Directors, options representing 4,585,000 Shares (post-Capitalization Issue) were granted to seven senior management staff of our Company, options representing 450,000 Shares (post-Capitalization Issue) were granted to an ex-director of our Group, options representing 4,450,000 Shares (post-Capitalization Issue) were granted to the five consultants of our Company and options representing 7,672,500 Shares (post-Capitalization Issue) were granted to 96 participants who are full-time employees (including 2 ex-employees) of our Group.

Assuming that all the outstanding options granted under the Pre-IPO Stock Incentive Plans were exercised in full on the Listing Date, the shareholding interest of the public would be reduced from approximately 31.6% to approximately 30.5% of the total issued share capital of our Company immediately after completion of the Global Offering, taking no account of any Shares which may be issued pursuant to the exercise of the Over-allotment Option, any Shares which may be allotted and issued pursuant to the exercise of any options granted under the Share Option Scheme or any Shares that may be issued by our Company pursuant to the general mandate as described under the paragraph headed “Extraordinary general meeting of our Company” in this Appendix. Our Directors will not exercise any Pre-IPO Options if, as a result of such exercise, our Company will not be able to comply with the public float requirements of the Listing Rules.

Assuming that all the Pre-IPO Options were exercised in full on the Listing Date and taking no account of any Shares which may be issued pursuant to the exercise of the Over-allotment Option, any Shares which may be allotted and issued pursuant to the exercise of any options granted under the Share Option Scheme or any Shares that may be issued by our Company pursuant to the general mandate as described under the paragraph headed “Extraordinary general meeting of our Company” in this Appendix, our shareholding would be diluted by approximately 3.5%, and the effect of the exercise of the Pre-IPO Options on the diluted earnings per Share for the period ended December 31, 2008 is insignificant. Except as disclosed above, no further options will be granted under the Pre-IPO Stock Incentive Plans after the date of this Web Proof Information Pack. Our Company engaged an international valuation consultancy to make an appraisal of the fair market value of the Pre-IPO Options granted on January 15, 2003 and August 31, 2005 of RMB0.95 and RMB1.36 respectively, which represent a discount of approximately [●]% and [●]% respectively to the minimum Offer Price of HK\$[●] and a discount of approximately [●]% and [●]% respectively to the maximum Offer Price of HK\$[●] without taking into account of the Capitalization Issue. The exercise price of the Pre-IPO Options granted on January 15, 2003 and August 31, 2005 will be adjusted by the Capitalization Issue to RMB0.3529 and RMB0.732 respectively per share, which represents a discount of approximately [●]% and [●]% respectively to the minimum Offer Price of HK\$[●] and a discount of approximately [●]% and [●]% respectively to the maximum Offer Price of HK\$[●].

An application has been made to the Listing Committee for the listing of and permission to deal in the 25,557,500 Shares (post-Capitalization Issue) to be issued pursuant to the exercise of the Pre-IPO Options.

Except as disclosed above, other than the Share Warrant and the Series A Preferred Share Warrant (both of which had been fully exercised as of the Latest Practicable Date), no other warrants or options have been granted or will be granted by our Company prior to the Listing Date.

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### 6. SHARE OPTION SCHEME

#### Summary of terms

The following is a summary of the principal terms of the Share Option Scheme adopted pursuant to the written resolutions of the shareholders of our Company passed on November 25, 2009:

(a) *Purpose*

The purpose of the Share Option Scheme is to recognize and acknowledge the contributions of the Eligible Participants (as defined in paragraph (b) below) to our Group by granting options to them as incentives or rewards.

(b) *Who may join*

The Board may, in its discretion, offer to grant options to subscribe for such number of Shares as the Board may determine at an exercise price determined in accordance with paragraph (c) below to the following Eligible Participants ("Offer"):

- (i) any executive and employee of our Group; or
- (ii) any director (including non-executive directors and independent non-executive directors) of our Group; or
- (iii) any consultant, adviser and/ or agent of our Group.

(c) *Subscription price*

The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price shall at least be the higher of:

- (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of Offer, which must be a day on which the Stock Exchange is open for the business of dealing in securities ("Business Day"); and
- (ii) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotations sheet for the five Business Days immediately preceding the date of Offer.

(d) *Acceptance of Offer*

No amount is payable by an Eligible Participant on acceptance of an Offer of option. Any Offer of option may be accepted, in whole or in part, in a board lot of dealing in Shares on the Stock Exchange or an integral multiple thereof and in writing received by any Director or the secretary of our Company until 5:00 p.m. on the date specified in the Offer provided that no such Offer shall be open for acceptance after the expiry of the Scheme Period (as defined in paragraph (j) below) or after the Share Option Scheme has been terminated in accordance with the rules thereof.

(e) *Maximum number of Shares in respect of which options may be granted*

The maximum number of Shares in respect of which options may be granted under the Share Option Scheme and under any other share option schemes of our Group must not in aggregate exceed 5% of the total number of Shares in issue at the Listing Date ("Limit"). Options which have lapsed

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in accordance with the terms of the Share Option Scheme (or any other share option schemes of our Company) will not be counted for the purpose of calculating the Limit. Subject to the approval of the shareholders of our Company in general meeting and/or such other requirements prescribed under the Listing Rules from time to time, our Company may refresh the Limit at any time provided that:

- (i) the Limit as refreshed does not exceed 5% of the Shares in issue as of the date of the approval by the shareholders of our Company in general meeting;
- (ii) the options previously granted (including those outstanding, cancelled, lapsed in accordance with the provisions of the Share Option Scheme or exercised Options) will not be counted for the purpose of calculating the Limit as refreshed; and
- (iii) a circular containing the information and the disclaimer, respectively required under Rule 17.02(2)(d) and Rule 17.02(4) of the Listing Rules shall be despatched to the shareholders of our Company together with the notice of the relevant general meeting.

Our Company may also with the approval of shareholders of our Company in general meeting grant options in respect of Shares in excess of the Limit (as refreshed from time to time) to Eligible Participants specifically identified by our Company. The circular issued by our Company to its shareholders shall contain a generic description of the specified Eligible Participants who may be granted such options, the number and terms of the options to be granted, the purpose of granting options to the specified Eligible Participants with an explanation as to how the options serve such purpose, the information required under Rule 17.02(2)(d) and the disclaimer required under Rule 17.02(4) of the Listing Rules.

Notwithstanding the foregoing, the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of our Group at any time shall not exceed 30% of the Shares in issue from time to time. No options shall be granted under any schemes of our Company (including the Share Option Scheme) if this will result in the 30% limit being exceeded.

The maximum number of Shares in respect of which options may be granted shall be adjusted, in such manner as the auditors of our Company or an approved independent financial adviser shall certify to be appropriate, fair and reasonable in the event of any alteration in the capital structure of our Company in accordance with paragraph (r) below whether by way of consolidation, subdivision or reduction of the share capital of our Company but shall in no event exceed the 30% limit.

(f) *Maximum entitlement of each Eligible Participant*

The total number of Shares issued and which fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of our Group (including both exercised and outstanding options) to each Eligible Participant in any 12-month period up to the date of offer to grant shall not exceed 1% of the Shares in issue as of the date of offer to grant.

Any further grant of options in excess of this 1% limit shall be subject to:

- (i) the issue of a circular by our Company disclosing the identity of the Eligible Participant, the number of and terms of the options to be granted (and options previously granted to such participant) and the information as required under Rule 17.02(2)(d) and the disclaimer required under Rule 17.02(4) of the Listing Rules; and
- (ii) the approval of the shareholders of our Company in general meeting and/or other requirements prescribed under the Listing Rules from time to time with such Eligible Participant and his associates (as defined in the Listing Rules) abstaining from voting.



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The number and terms (including the exercise price) of options to be granted to such participant must be fixed before the approval by the shareholders of our Company and the date of the Board meeting at which the Board proposes to grant the options to such Eligible Participant shall be taken as the date of offer of grant for the purpose of calculating the subscription price of the Shares.

(g) *Granting options to connected persons*

Any grant of options to a director, chief executive or substantial shareholder (as defined in the Listing Rules) of our Company or any of their respective associates (as defined in the Listing Rules) is required to be approved by the independent non-executive Directors (excluding any independent non-executive Director who is proposed to be an option holder).

If our Company proposes to grant options to a substantial shareholder or any independent non-executive director of our Company or their respective associates (as defined in the Listing Rules) which will result in the number of Shares issued and to be issued upon exercise of options granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of offer of such grant:

- (i) representing in aggregate over 0.1% of the Shares in issue; and
- (ii) having an aggregate value in excess of HK\$5 million, based on the closing price of the Shares at the date of offer of each grant, such further grant of options will be subject to the issue of a circular by our Company and the approval of the shareholders of our Company in general meeting on a poll at which all connected persons (as defined in the Listing Rules) of our Company shall abstain from voting in favour at such general meeting, and/or such other requirements prescribed under the Listing Rules from time to time.

(h) *Restrictions on the times of grant of options*

An offer to grant options may not be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been published in the newspaper. In particular, no options may be offered to be granted during the period commencing one month immediately preceding the earlier of:

- (i) the date of the Board meeting for the approval of our Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and
- (ii) the deadline for our Company to publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules),

and ending on the date of actual publication of the results announcement.

(i) *Rights are personal to option holder*

An option is personal to the option holder and is not transferable or assignable.

(j) *Exercise period and duration of the Share Option Scheme*

Subject to the rules of the Share Option Scheme, options may be exercised by an Eligible Participant, in whole or in part, at any time during the period commencing from the date of grant and expiring at 5:00 p.m. on the business day (i) preceding the fifth anniversary of November 25, 2009 (being the date of adoption of the Share Option Scheme or (ii) preceding the expiry of the Scheme Period (as defined below), whichever is the earlier, save that no option may be exercised until the

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expiry of 12 months after the date of grant. Subject to earlier termination by our Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period commencing from November 25, 2009 and expiring at 5:00 p.m. on the business day preceding the tenth anniversary thereof ("Scheme Period").

(k) *Performance target*

An Eligible Participant to whom any option is granted is required to achieve such performance target as determined by the Board before any exercise of his/her option.

(l) *Rights of exercise for option holders*

In the event that the grantee ceases to be an Eligible Participant under the Share Option Scheme by reason of ill-health, injury, disability or death or because his employing company ceases to be member of our Group before exercising his or her options in full, the grantee may exercise the options (to the extent not already exercised) within a period of six months of such ill health, injury, disability or death or cessation, failing which such options will lapse at the end of the relevant period.

In the event that a grantee ceases to be an Eligible Participant under the Share Option Scheme by reason of retirement in accordance with his or her contract of employment or upon expiration of his or her term of directorship before exercising his or her options in full, the grantee may exercise the options (to the extent not already exercised) within a period of six months after he or she so retires or expiration of his or her term of directorship, failing which such options will lapse at the end of the relevant period.

In the event that a grantee ceases to be an Eligible Participant under the Share Option Scheme by reason of voluntary resignation other than by reason of the circumstances set out above or by termination of his or her employment for serious misconduct or in accordance with the termination provisions of his or her contract of employment by his or her employing company before exercising his or her options in full, such options will lapse on the date he or she so ceases to be an Eligible Participant.

(m) *Discretion of the Board*

Notwithstanding the aforesaid in paragraph (l) above, in each case, the Board may in its absolute discretion decide that any option shall not so lapse or determine subject to such conditions or limitations as the Board may decide.

(n) *Rights on general offers*

If a general offer by way of takeover is made to all the shareholders of our Company and the offeror shall have obtained control of our Company as a consequence, option holders shall, subject to paragraph (l) above, be entitled at any time within the period of one month after control has been obtained to exercise the option in whole or in part (to the extent not already exercised), notwithstanding any restrictions in the terms of grant of the option which would otherwise have prevented the option from being exercised during such period. Any option that has not been so exercised within the one-month period shall cease and determine.

(o) *Rights on winding-up*

In the event a notice is given by our Company to its members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up our Company, our Company shall forthwith give notice thereof to all option holders and thereupon, each option holder shall be entitled to exercise all or any of his or her options (to the extent not already exercised) at any time thereafter until such resolution is duly passed or defeated or the general meeting concluded or adjourned sine die, whichever shall first occur. If such resolution is duly passed, all options shall, to the extent that they have not been exercised, lapse and determine.

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(p) *Rights on compromise or arrangement between our Company and its members or creditors*

If a compromise or arrangement between our Company and its members or creditors is proposed for the purposes of a scheme for the reconstruction of our Company or its amalgamation with any other companies pursuant to the laws of the jurisdiction in which our Company was incorporated, our Company shall give notice to all the option holders on the same day as it gives notice of the meeting to its members or creditors summoning the meeting to consider such a scheme or arrangement and each option holder shall forthwith be entitled to exercise his or her option until the earlier of the date two months thereafter or the date on which the compromise or arrangement is sanctioned by the court. But the exercise of the option as aforesaid shall be conditional upon the compromise or arrangement being sanctioned by the court.

Upon such compromise or arrangement becoming effective, all options shall, to the extent that they have not been exercised, lapse and determine.

(q) *Ranking of Shares issued upon exercise of options*

The Shares to be allotted and issued upon the exercise of an option will not carry voting rights until completion of the registration of the option holder (or any other person) as the Shareholder thereof. Subject to the aforesaid, Shares allotted and issued on the exercise of options will rank *pari passu* and shall have the same voting, dividend, transfer and other rights, including those arising on liquidation, as attached to the other fully-paid Shares in issue on the date of exercise, save that they will not rank for any dividend or other distribution declared or recommended or resolved to be paid or made by reference to a record date falling on or before the date of exercise.

(r) *Effect of alterations to capital*

Upon any variation in the share capital of our Company arising from any reduction, sub-division or consolidation of share capital, any rights issue or the issue of any share capital by way of capitalization of profits or reserves or in connection with an open offer to the shareholders of our Company (each a “Relevant Event”), the number or nominal amount of Shares comprised in each option and/or the subscription price thereunder may be adjusted in any manner as the Board (having received a confirmation in writing from the auditors of our Group that in their/its opinion the adjustments proposed satisfy the requirements of the note to Rule 17.03(13) of the Listing Rules and the note thereto) may deem appropriate provided always that:

- (i) no increase shall be made in the aggregate subscription price relating to any option;
- (ii) any adjustments should give each option holder the same proportion of the share capital of our Company as that to which he or she was previously entitled prior to such adjustments;
- (iii) no adjustments shall be made which will enable a Share to be issued at less than its nominal value; and
- (iv) where the Relevant Event arises from an issue of Shares, references to options shall include references to options that have been exercised prior to the date of the adjustment in respect of Shares which otherwise do not rank and are not entitled to participate in the issue by reason of the option holder not having been then registered as the holder of the relevant Shares.

(s) *Lapse of options*

An option shall lapse automatically (to the extent not already exercised) on the earliest of:

- (i) the date of expiry of the option as may be determined by the Board;
- (ii) An option shall lapse automatically (to the extent not already exercised) on the earliest of: the date of lapse as provided in paragraphs (l), (n), (o) or (p) above; and

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(iii) the date on which the options are cancelled in accordance with paragraph (u) below.

(t) *Alteration of the Share Option Scheme*

The Share Option Scheme may be altered in any respect by resolution of the Board except that:

- (i) any alteration to the advantage of the option holders or the Eligible Participants (as the case may be) in respect of the matters contained in Rule 17.03 of the Listing Rules; and
- (ii) any material alteration to the terms and conditions of the Share Option Scheme or any change to the terms of options grand,

shall first be approved by the shareholders of our Company in general meeting except where the proposed alteration takes effect automatically under the existing terms of the Share Option Scheme. Any change to the authority of the Board in relation to any alteration to the terms of the Share Option Scheme must be approved by shareholders of our Company in general meeting.

(u) *Cancellation of options*

Any unexercised option may be cancelled subject to approval by the option holder. Issuance of new options to the same option holder may only be made if there are unissued options available under the Share Option Scheme (excluding the cancelled options) within the 5% limit or the limit as refreshed pursuant to rule 4.1(b) of the Share Option Scheme and in compliance with the terms of the Share Option Scheme in force from time to time.

(v) *Termination of the Share Option Scheme*

Our Company may by resolution in general meeting or the Board may at any time terminate the Share Option Scheme and in such event no further options shall be granted but the provisions of the Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the Share Option Scheme. Options granted prior to such termination but not yet exercised at the time of termination shall continue to be valid and exercisable in accordance with the Share Option Scheme.

(w) *Administration of the Share Option Scheme*

The Share Option Scheme shall be administered by the Board whose decision as to all matters arising in relation to the Share Option Scheme or its interpretation or effect (save as otherwise provided herein) shall be final and binding on all parties.

(x) *Condition of the Share Option Scheme*

The Share Option Scheme is conditional on the Listing Committee of the Stock Exchange granting listing of and permission to deal in the Shares which fall to be issued pursuant to the exercise of any options which may be granted under the Share Option Scheme.

(y) *Present status of the Share Option Scheme*

As of the Latest Practicable Date, no option has been granted or agreed to be granted under the Share Option Scheme.

Application has been made to the Listing Committee of the Stock Exchange for listing of and permission to deal in the Shares which fall to be issued pursuant to the exercise of any options which may be granted under the Share Option Scheme.

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### 7. WAIVERS FROM COMPLIANCE WITH THE COMPANIES ORDINANCE AND THE LISTING RULES

#### Pre-IPO Options

Under Rule 17.02(1)(b) of the Listing Rules, paragraph 27 of Appendix 1A and paragraph 10 of Part I of the Third Schedule to the Companies Ordinance, this Web Proof Information Pack is required to include details of the number, description and amount of any of our Shares which a person has, or is entitled to be given, an option to subscribe for, together with certain particulars of each option, namely the period during which it is exercisable, the price to be paid for Shares subscribed for under it, the consideration (if any) given or to be given for it or for the right to it and the names and addresses of the persons to whom it was given. We have granted options to 115 persons to subscribe for 25,557,500 Shares (post-Capitalization Issue) on the terms set out in the section entitled “5. Pre-IPO Options” in Appendix VI to this Web Proof Information Pack. Except for those grantees who are Directors, ex-director and senior management of the Group as disclosed in the section headed “5. Pre IPO Options” in Appendix VI to this Web Proof Information Pack, no grantees under the Pre-IPO Stock Incentive Plans are connected persons (as defined under the Listing Rules) or senior management of the Group.

Under the Pre-IPO Stock Incentive Plans, eligible persons include consultants or advisors who render or have rendered bona fide services to the Company (other than services in connection with the offering or sale of securities of the Company in a capital raising transaction or as a market maker or promoter of the Company’s securities). Three consultants were eligible persons under the 2003 Stock Incentive Plan, namely Mr. Lai Yongxiang, Tech Power Enterprises Limited and Ms. Ju Xinxia. Mr. Lai Yongxiang provided advisory services to the Group with respect to the direction of development in the PRC telecommunication industry and the use of applicable technology. Mr. Lai is one of the Beneficial Owners and he held 41,720,000 Shares in trust for the benefit of the Beneficial Owners from September 29, 2006 to May 30, 2007. Tech Power Enterprises Limited provided advisory services on corporate management to the Group and it is independent from the Company. Ms. Ju Xinxia provided advisory services as a company secretary to the Group. She is a member of the 39 Employee Shareholders and the company secretary of MOBI Shenzhen.

We have applied for (i) a waiver from the Stock Exchange from strict compliance with the disclosure requirements under Rule 17.02(1)(b) and paragraph 27 of Appendix 1A to the Listing Rules; and (ii) an exemption from the SFC from strict compliance with the disclosure requirements of paragraph 10 of Part I of the Third Schedule to the Companies Ordinance on the ground that full compliance with these requirements in respect of those participants of the Pre-IPO Stock Incentive Plans who are full-time or former employees of our Group and who are neither Directors, ex-director, senior management of our Group, consultants of our Company nor employees of our Group with a right to subscribe for more than 500,000 Shares (post-Capitalization Issue) (such participants to be collectively referred to as the “Grantees”) would be unduly burdensome for us due to the following reasons:

- (a) as the options granted under the Pre-IPO Stock Incentive Plans are considered as part of each Grantee’s remuneration package, individual information on such options is highly sensitive and confidential among the Grantees;
- (b) given the 94 Grantees involved, strict compliance with the applicable disclosure requirements under the Companies Ordinance on an individual basis in the Web Proof Information Pack will be costly and unduly burdensome on our Company in light of a significant increase in cost and timing for information compilation, Web Proof Information Pack preparation and printing;
- (c) the grant and exercise in full of the options granted under the Pre-IPO Stock Incentive Plans will not cause any material adverse change in the financial position of our Company;

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- (d) the lack of full compliance of the applicable disclosure requirements under the Listing Rules and the Companies Ordinance will not hinder our Company in providing an informed assessment of our Company's activities, assets and liabilities, financial position, management and Web Proof Information Pack to its potential investors; and
- (e) the disclosure of a summary of information relating to the options granted under the Pre-IPO Stock Incentive Plans, as described in the section headed "5. Pre-IPO Options" in Appendix VI to this Web Proof Information Pack should provide potential investors with sufficient information to make a relevant assessment of our Company in their investment decision-making process.

[The Stock Exchange has granted the waiver to us on the following conditions:

- (a) on individual basis, full details of all the options granted by our Company under the Pre-IPO Stock Incentive Plans to the Directors, the ex-director and the five consultants of our Company, the senior management and any other employees of our Group with a right to subscribe for more than 500,000 Shares (post-Capitalization Issue), including all the particulars required under Rule 17.02(1)(b) of the Listing Rules, paragraph 27 of Appendix 1A to the Listing Rules and paragraph 10 of Part I of the Third Schedule to the Companies Ordinance, are disclosed in this Web Proof Information Pack;
- (b) in respect of the options granted by our Company to the grantees other than those referred to in sub-paragraph (a), the following details are fully disclosed in this Web Proof Information Pack:
  - (i) the aggregate number of grantees;
  - (ii) the aggregate number of Shares subject to such options;
  - (iii) the consideration paid for the grant of such options; and
  - (iv) the exercise period and the exercise price for such options;
- (c) the dilution effect and impact on earnings per Share upon full exercise of the options granted under the Pre-IPO Stock Incentive Plans are disclosed in this Web Proof Information Pack;
- (d) the aggregate number of Shares subject to the outstanding options granted by our Company under the Pre-IPO Stock Incentive Plans and the percentage of our Company's issued share capital of which such number represents are disclosed in this Web Proof Information Pack;
- (e) a summary of the Pre-IPO Stock Incentive Plans is disclosed in this Web Proof Information Pack; and
- (f) the list of all the grantees who have been conditionally granted options to subscribe for Shares under the Pre-IPO Stock Incentive Plans, containing all details as required under Rule 17.02(1)(b), paragraph 27 of Appendix 1A to the Listing Rules and paragraph 10 of Part I of the Third Schedule to the Companies Ordinance, will be made available for public inspection.]

[The SFC has granted the exemption on the following conditions:

- (a) on individual basis, full details of all the options granted by our Company under the Pre-IPO Stock Incentive Plans to the Directors, the ex-director and the five consultants of our Company, the senior management and any other employees of our Group with a right to subscribe for more than 500,000 Shares (post-Capitalization Issue), including all the particulars required under paragraph 10 of Part I of the Third Schedule to the Companies Ordinance, are disclosed in this Web Proof Information Pack;

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- (b) in respect of the options granted by our Company to the grantees other than those referred to in sub-paragraph (a), the following details are fully disclosed in this Web Proof Information Pack:
  - (i) the aggregate number of grantees;
  - (ii) the aggregate number of Shares subject to such options;
  - (iii) the consideration paid for the grant of such options;
  - (iv) the exercise period and the exercise price for such options; and
- (c) the list of all the grantees who have been conditionally granted options to subscribe for Shares under the Pre-IPO Stock Incentive Plans, containing all details as required under paragraph 10 of Part I of the Third Schedule to the Companies Ordinance, will be made available for public inspection.]

### 8. OTHER INFORMATION

#### A. Estate duty

We have been advised that no material liability for estate duty is likely to fall on us or any of our subsidiaries in the PRC and that the Cayman Islands currently have no estate duty, inheritance tax or gift tax.

#### B. Indemnities given by the Beneficial Owners and Fangyi Holdings

The Beneficial Owners and Fangyi Holdings have, pursuant to a deed of indemnity referred to in the sub-section headed “Summary of material contracts” under the section headed “Further information about the business of our Group” in this appendix, jointly and severally given indemnities in favour of our Company (for ourselves and as trustee for our subsidiaries) in connection with, among other things, (i) Hong Kong estate duty which might be payable by any member of our Group by reason of any transfer of property (within the meaning of section 35 of the Estate Duty Ordinance, Chapter 111 of the Laws of Hong Kong) to any member of our Group on or before the date on which the Global Offering becomes unconditional (the “Effective Date”); (ii) taxation resulting from or by reference to any income, profits or gains earned, accrued or received on or before the Effective Date or any event or transaction entered into or occurring on or before the Effective Date; (iii) any breach or alleged breach or non-compliance or alleged non-compliance by any member of our Group on or before the Effective Date under or with any law or regulation in or of any relevant jurisdiction; (iv) any claims, damages, losses, liabilities, expenses and proceedings incurred or suffered, or which may be incurred or suffered, by our Group in an aggregate amount exceeding RMB500,000 in respect of any pending or potential litigations; and (v) any claims, damages, losses, liabilities, costs (including cost of relocation), expenses, actions and proceedings incurred or suffered, or which may be incurred or suffered, by our Group in respect of the use of certain leased properties in the PRC.

The aforesaid deed of indemnity is conditional on the conditions set out in the paragraph headed “Conditions of the Global Offering” in the section headed “Structure of the Global Offering” being fulfilled.

#### C. Litigation

Save as disclosed in this Web Proof Information Pack, neither our Company nor any of its subsidiaries is engaged in any litigation or arbitration of material importance and no litigation, arbitration or claim of material importance is known by the Directors to be pending or threatened by or against any member of our Group.

#### D. Promoters

Our Company has no promoter as the term is defined under the Listing Rules.

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### E. Application for listing

Piper Jaffray Asia and First Shanghai Capital have made an application on behalf of our Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in this Web Proof Information Pack, and any Shares which may fall to be issued pursuant to the exercise of any options granted under the Pre-IPO Stock Incentive Plans and may be granted under the Share Option Scheme.

### F. Preliminary expenses

The preliminary expenses of our Company are estimated to be approximately HK\$13,830, and are payable by our Company.

### G. Qualifications of experts

The following are the qualifications of the experts which have given their opinions or advice which are contained, or referred to, in this Web Proof Information Pack:

<b>Expert</b>	<b>Qualification</b>
Piper Jaffray Asia Limited	Licensed under the SFO for type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities as defined under the SFO
First Shanghai Capital Limited	Licensed under the SFO for type 6 (advising on corporate finance) regulated activity as defined under the SFO
Deloitte Touche Tohmatsu	Certified Public Accountants
CCID Consulting Company Limited	Independent professional market research firm
Savills Valuation and Professional Services Limited	Chartered professional surveyors and valuers
Maples and Calder	Cayman Islands legal advisers
Zhong Lun Law Firm	PRC legal advisers

### H. Consents of experts

Each of the experts referred to above has given and has not withdrawn its written consent to the issue of this Web Proof Information Pack with inclusion of its report and/or letter and/or valuation certificate(s) and/or the references to its name in the form and context in which they are respectively included.

As of the Latest Practicable Date, none of the experts referred to above have any shareholding in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

### I. Binding effect

This Web Proof Information Pack shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies Ordinance so far as applicable.

### J. Miscellaneous

Except as disclosed in this Web Proof Information Pack:



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**APPENDIX VI****STATUTORY AND GENERAL INFORMATION**

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- (a) within the two years immediately preceding the date of this Web Proof Information Pack, no share or loan capital of our Company or any of our subsidiaries has been issued or agreed to be issued fully or partly paid for either cash or a consideration other than cash;
- (b) within the two years immediately preceding the date of this Web Proof Information Pack, no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
- (c) within the two years immediately preceding the date of this Web Proof Information Pack, no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries;
- (d) since August 31, 2009 (being the date to which the latest audited consolidated financial statements of our Group were made up) there has not been any material adverse effect in the financial or trading position of our Group;
- (e) no founder, management or deferred shares or debentures of our Company or any of our subsidiaries have been issued or agreed to be issued;
- (f) all necessary arrangements have been made to enable the Shares to be admitted into CCASS for clearing and settlement;
- (g) no company within our Group is presently listed on any stock exchange or traded on any trading system;
- (h) subject to the provisions of the Companies Law, the register of members of our Company will be maintained in Hong Kong by Computershare Hong Kong Investor Services Limited; and
- (i) the English language and Chinese language versions of this Web Proof Information Pack are being published separately, in reliance upon the exemption provided in section 4 of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).