

THE SCHEME OF ARRANGEMENT

**IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT
REGISTRAR NICHOLLS**

NO 4957 OF 2010

IN THE MATTER OF EBT MOBILE CHINA PLC

- and -

IN THE MATTER OF THE COMPANIES ACT 2006

WEDNESDAY



LD1 *LL35EMN1* 32
18/08/2010
COMPANIES HOUSE

SCHEME OF ARRANGEMENT

(Under Part 26 of the Companies Act 2006)

between

EBT MOBILE CHINA PLC

and

THE HOLDERS OF THE SCHEME SHARES

(as hereinafter defined)

PRELIMINARY

- (A) In this Scheme, unless inconsistent with the subject or context, the following expressions bear the following meanings

"Business Day" means a day, other than a Saturday, Sunday, public holiday or bank holiday, on which banks are generally open for normal business in the City of London,

"BVICo" means EBT Digital Communications Retail Limited, a business company incorporated in the British Virgin Islands with registered number 1571258, having its registered office at the offices of Walkers Corporate Services (BVI) Limited, Walkers Chambers, 171 Main Street, Road Town, Tortola, British Virgin Islands,

"certificated form" or **"in certificated form"** means a share or other security which is not in uncertificated form (that is, not in CREST),

"Companies Law" means the Companies Law, CAP 22 of the Cayman Islands, as amended,

"Company" means EBT Mobile China PLC, a public limited company incorporated in England and Wales with registered number 4654471, having its registered office at Phoenix House, 18 King William Street, London EC4N 7HE,

"Court" means the High Court of Justice in England and Wales,

"Court Meeting" means the meeting of the holders of EBT Shares convened with the permission of the Court pursuant to section 896 of the Companies Act 2006 for 3 00 p m on 27 July 2010 to consider and, if thought fit, approve the Scheme, including any adjournment thereof,

"CREST" means the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear UK & Ireland Limited in accordance with the Regulations,

"EBT Shares" or **"Shares"** means ordinary shares of 0 1 pence each in the capital of the Company,

"Effective Date" means the date on which this Scheme becomes effective in accordance with its terms,

"holder" means a registered holder and includes any person(s) entitled by transmission,

"New BVI Share" means one share of US\$1 00 in the capital of BVICo to be allotted and issued to NewHoldCo in accordance with the Scheme,

"New Company Shares" means new ordinary shares of 0 1 pence each in the capital of the Company to be allotted and issued to BVICo in accordance with the Scheme,

"NewHoldCo" means EBT Digital Communications Retail Group, an exempted company incorporated in the Cayman Islands with registered number WK-237161, having its registered office at the offices of Walkers Corporate Services Limited, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9005, Cayman Islands,

"New Shares" means new shares of 0 1 pence each in the capital of NewHoldCo to be allotted and issued in accordance with the Scheme,

"Order" means the order of the Court sanctioning the Scheme and confirming the reduction of capital involved in the Scheme,

"Order Date" means the date on which the Order is made or, if later, the date on which the Order is expressed to take effect,

"Regulations" means the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended from time to time,

"Relevant Holders" means holders of Shares whose names appear in the register of members of the Company at the Scheme Record Time,

"Scheme" means this scheme of arrangement in its present form or with or subject to any modification, addition or condition approved or imposed by the Court,

"Scheme Record Time" means 6 00 p m (London time) on the Business Day immediately preceding the Order Date,

"Scheme Shares" means

(a) all EBT Shares in issue at the date of this document,

(b) all (if any) additional EBT Shares issued after the date of this document but up to the Voting Record Time, and

(c) all (if any) further EBT Shares which may be issued at or after the Scheme Record Time but at or prior to 6 00 p m on the Business Day immediately preceding the Order Date in respect of which the original or any subsequent holder thereof shall be bound by the Scheme or shall by such time have agreed in writing to be bound by the Scheme, save for any Shares registered in the name of (or beneficially held by) NewHoldCo,

"uncertificated form" or **"in uncertificated form"** means a share or other security recorded on the relevant register as being held in uncertificated form in CREST, and title to which, by virtue of the Regulations, may be transferred by means of CREST, and

"Voting Record Time" means 6 00 p m on the date which is two Business Days before the date of the Court Meeting or, if the Court Meeting is adjourned, 6 00 p m on the second Business Day before the date of such adjourned meeting

- (B) The Company's articles of association limit the maximum amount of shares it may issue to, in aggregate, £400,000 divided into 400,000,000 ordinary shares of 0 1 pence each At

the date this statement is made, the Company has an issued share capital of, in aggregate, £269,756 34 with 269,756,335 ordinary shares of 0 1 pence each having been issued and allotted fully paid

- (C) NewHoldCo was incorporated in the Cayman Islands on 12 February 2010 under the Companies Law as an exempted company with the name EBT Digital Communications Retail Group
- (D) Pursuant to NewHoldCo's memorandum of association, its current authorised share capital is £400,000 divided into 400,000,000 shares of 0 1 pence each. The authorised share capital can be increased by a special resolution of its shareholders. At the date this statement is made, NewHoldCo has an issued share capital of, in aggregate, £10 00 with 10,000 shares of 0 1 pence having been issued and allotted fully paid
- (E) BVICo was incorporated in the British Virgin Islands on 12 February 2010 under the BVI Business Companies Act 2004 (as amended) of the British Virgin Islands as a business company with the name EBT Digital Communications Retail Limited
- (F) BVICo's memorandum of association limits the maximum amount of shares it may issue to, in aggregate, US\$50,000 divided into 50,000 shares of US\$1 00 each. At the date this statement is made, BVICo has an issued share capital of, in aggregate, US\$1 00 with one share of US\$1 00 having been issued and allotted fully paid
- (G) NewHoldCo and BVICo have agreed to appear by Counsel on the hearing of the claim form to sanction this Scheme and to undertake to the Court to be bound by the provisions of this Scheme and to execute and do or procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed or done by it for the purpose of giving effect to this Scheme

1 Cancellation of Scheme Shares

- 1 1 The issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares
- 1 2 The Company shall be re-registered as a private limited company in accordance with the Order of the Court authorising such re-registration under section 651 of the Companies Act 2006
- 1 3 Forthwith and contingently upon the reduction of capital referred to in clause 1 1 taking effect, the Company shall apply and capitalise the reserve arising as a result of the reduction of capital pursuant to clause 1 1 in paying up in full at par such number of New Company Shares as shall be equal to the number of Scheme Shares cancelled pursuant to clause 1 1 of this Scheme, which shall be allotted and issued credited as fully paid up (free from all liens, charges, encumbrances, equitable interests, rights of pre-emption and any other interests of any nature whatsoever) to BVICo and/or its nominee

2 Consideration for the Cancellation of the Scheme Shares

- 2 1 Subject to and in consideration for the cancellation of the Scheme Shares pursuant to clause 1 1 and the allotment and issue of the New Ordinary Shares to BVICo as provided in clause 1 3, BVICo shall (subject to, and in accordance with, the remaining terms of this Scheme) allot and issue the New BVI Share credited as fully paid to NewHoldCo and/or its nominee
- 2 2 Subject to and in consideration for the issue of the New BVI Share to NewHoldCo and/or its nominee referred to in clause 2 1, NewHoldCo shall (subject to, and in accordance with, the remaining terms of this Scheme) allot and issue New Shares credited as fully paid to Relevant Holders on the basis of one New Share for each Scheme Share held at the Scheme Record Time

3 Allotment and issue of the New BVI Share and New Shares

- 3 1 The New BVI Share to be issued pursuant to clause 2 1 shall rank pari passu with all other shares in the capital of BVICo in issue on the Effective Date, will be issued free from all liens, charges, encumbrances, equitable interests, rights of pre-emption and any other interests of any nature whatsoever, and shall rank in full for all dividends or other distributions made, paid or declared after the Effective Date on the ordinary share capital of BVICo in accordance with BVICo's bye-laws
- 3 2 The New Shares to be issued pursuant to clause 2 2 shall rank pari passu with all other New Shares in issue on the Effective Date, will be issued free from all liens, charges, encumbrances, equitable interests, rights of pre-emption and any other interests of any nature whatsoever, and shall rank in full for all dividends or distributions made, paid or declared after the Effective Date on the ordinary share capital of NewHoldCo in accordance with NewHoldCo's bye-laws
- 3 3 Immediately after this Scheme becomes effective
- (a) BVICo shall make all such allotment of and shall issue such New BVI Share as is required to be issued to give effect to this Scheme to NewHoldCo, and
 - (b) NewHoldCo shall make all such allotments of and shall issue such New Shares as are required to be issued to give effect to this Scheme to persons respectively entitled thereto, such consideration to be settled as set out in clause 3 4, but subject to clause 3 5
- 3 4 Settlement of the consideration shall be effected as follows
- (a) the New BVI Share shall be issued to NewHoldCo in certificated form and a share certificate for those shares shall be issued to NewHoldCo by the fourteenth day following the Effective Date, and
 - (b) in respect of a holding of Scheme Shares
 - (i) in uncertificated form, or
 - (ii) in certificated form,

the New Shares to which the Relevant Holder is entitled will be issued in registered form Each holding of New Shares will be entered into the register of members of NewHoldCo, which will constitute evidence of ownership of such shares pursuant to the Companies Law Share certificates in respect of the New Shares will only be issued by NewHoldCo following written request by the relevant holder of such shares
- 3 5 The provisions of this clause 3 shall be subject to any prohibition or condition imposed by law Without prejudice to the generality of the foregoing, if, in respect of any holder of Scheme Shares with a registered address in a jurisdiction outside the United Kingdom or the Cayman Islands, NewHoldCo is advised that the allotment and/or issue of New Shares pursuant to this clause 3 would infringe the laws of such jurisdiction or would or may require NewHoldCo to observe any governmental or other consent or any registration, filing or other formality, with which NewHoldCo is unable to comply or which NewHoldCo regards as unduly onerous to comply with, NewHoldCo may, in its sole discretion, either
- (a) determine that New Shares shall not be allotted and issued to such holder under this clause 3 but shall instead be allotted and issued to a nominee appointed by NewHoldCo as trustee for such holder on terms that the nominee shall, as soon as practicable following the Effective Date, sell the New Shares so allotted and

issued at the best price which can reasonably be obtained and account for the net proceeds of such sale (after the deduction of all expenses and commissions, including any amounts in respect of value added tax payable thereon) by sending a cheque to such holder. In the absence of bad faith or wilful default, none of the Company, NewHoldCo or the nominee or any broker or agent of any of them shall have any liability for any loss or damage arising as a result of the timing or terms of such sale, or

- (b) determine that New Shares shall be sold, in which event the New Shares shall be issued to such holder and NewHoldCo shall appoint a person to act pursuant to this clause 3.5(b) and such person shall be authorised on behalf of such holder to procure that any shares in respect of which NewHoldCo has made such determination shall as soon as practicable following the Effective Date be sold at the best price which can reasonably be obtained at the time of sale and the net proceeds of such sale (after the deduction of all expenses and commissions, including any amounts in respect of value added tax payable thereon) shall be paid to such holder by sending a cheque to such holder. To give effect to any such sale, the person so appointed shall be authorised on behalf of such holder to execute and deliver a form of transfer and to give such instructions and to do all other things which he may consider necessary or expedient in connection with such sale. In the absence of bad faith or wilful default, none of the Company, NewHoldCo or the person so appointed or any broker or agent of any of them shall have any liability for any loss or damage arising as a result of the timing or terms of such sale, and
- (c) in the case of Scheme Shares in certificated form at the Scheme Record Time, NewHoldCo shall on behalf of the nominee or person appointed pursuant to clause 3.5(a) make any cash payment pursuant to clause 3.5(a) by delivering to the persons respectively entitled thereto, or as they may direct, cheques in sterling drawn on a UK clearing bank by post by the fourteenth day following the Effective Date

3.6 All deliveries of notices, documents of title and cheques required to be made by this clause shall be effected by posting the same by first class post in pre paid envelopes addressed to the persons respectively entitled thereto at their respective addresses as appearing in the register of members (or, in the case of joint holders, to the address of that one of the joint holders whose name stands first in the said register of members in respect of the joint holding) at the Scheme Record Time

3.7 Neither the Company nor NewHoldCo shall be responsible for any loss or delay in the transmission of the documents of title posted in accordance with clause 3.6 which shall be posted at the risk of the addressee

3.8 Transfers of the New Shares issued to Relevant Holders pursuant to this Scheme shall be certified against the register of members of NewHoldCo

4 Certificates

4.1 With effect from and including the Effective Date, all certificates representing Scheme Shares shall cease to be valid for any purpose and Relevant Holders shall at the request of the Company return such certificates for cancellation to the Company or to any person appointed by the Company

4.2 With effect from and including the Effective Date, in respect of those Relevant Holders holding Scheme Shares in uncertificated form, Euroclear UK & Ireland Limited shall be instructed to cancel such holders' entitlement to such Scheme Shares

5 Mandated payments

Each mandate relating to the payment of dividends on any Scheme Shares and other instructions given to the Company by Relevant Holders in force at the Scheme Record Time shall, unless and until amended or revoked, be deemed as from the Effective Date to be an effective mandate or instruction to NewHoldCo in respect of the corresponding New Shares to be allotted and issued pursuant to this Scheme

6 Operation of this Scheme

- 6 1 This Scheme shall become effective in accordance with its terms as soon as an office copy of the Order of the Court sanctioning the Scheme under section 899 of the Companies Act 2006 and confirming under section 648 of that Act the reduction of capital provided for by this Scheme shall have been duly delivered to the Registrar of Companies in England and Wales for registration and, in the case of the capital reduction, if the Order of the Court confirming it so specifies, registered by him
- 6 2 Unless this Scheme shall become effective on or before 30 September 2010 or such later date, if any, as the Company, NewHoldCo and BVICo may agree and the Court may allow, this Scheme shall never become effective
- 6 3 The Company, NewHoldCo and BVICo may jointly consent on behalf of all persons concerned to any modification of or addition to this Scheme or to any condition which the Court may approve or impose

Dated 24 June 2010

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

PART 1 OF THIS DOCUMENT COMPRISES AN EXPLANATORY STATEMENT IN COMPLIANCE WITH SECTION 897 OF THE COMPANIES ACT

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or independent financial adviser who, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000, or from another appropriately authorised independent financial adviser if you are taking advice in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your EBT Shares, please send this document and the accompanying Forms of Proxy at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted, in whole or in part, in or into any jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction. If you have sold or transferred part of your holding of EBT Shares, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this document comes should inform themselves about, and observe, any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction.

EBT Mobile China PLC

(Incorporated in England and Wales under the Companies Act 1985, with Registered Number 4654471)

Recommended proposal

**for the introduction of a new holding company domiciled in the Cayman Islands
by means of a scheme of arrangement under Part 26 of the Companies Act 2006
and**

Notices of Court Meeting and General Meeting

Your attention is drawn to the letter from the Chairman of the Company, which also comprises an explanatory statement in compliance with section 897 of the Companies Act, set out in Part 1 of this document. This Part 1 explains the Scheme and contains the unanimous recommendation of the Directors that you vote in favour of the Scheme at the Court Meeting and in favour of the Special Resolution to be proposed at the General Meeting.

Notices of the Court Meeting and the General Meeting, each of which will be held at the offices of Hogan Lovells International LLP, Atlantic House, Holborn Viaduct, London EC1A 2FG on 27 July 2010, are set out at the end of this document. The Court Meeting will start at 3.00 p.m. and the General Meeting at 3.30 p.m. (or as soon thereafter as the Court Meeting shall have been concluded or adjourned).

The action to be taken in respect of the Meetings is set out on page 4 and also in paragraph 16 of Part 1 of this document. Shareholders will find accompanying this document a white Form of Proxy for use in connection with the Court Meeting and a blue Form of Proxy for use in connection with the General Meeting. Whether or not you intend to attend the Meetings in person, please complete and sign each of the Forms of Proxy in accordance with the instructions printed thereon and return them to the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, as soon as possible and, in any event, so as to be received not later than 48 hours (excluding non-working days) before the time appointed for the relevant Meeting. If the white Form of Proxy for the Court Meeting is not returned by the above time, it may be handed to the Chairman of the Court Meeting before the start of the Court Meeting and will still be valid. However, in the case of the General Meeting, unless the blue Form of Proxy is returned by the time mentioned in the instructions printed thereon, it will be invalid.

The completion and return of a Form of Proxy will not prevent you from attending and voting in person at the Court Meeting or the General Meeting or any adjournments thereof, if you so wish and are so entitled.

IMPORTANT NOTICE

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, any applicable requirements. Any failure to comply with the restrictions may constitute a violation of the securities laws of any such jurisdiction. This document does not constitute an offer or an invitation to purchase or subscribe for any securities or a solicitation of an offer to buy any securities pursuant to this document or otherwise in any jurisdiction in which such offer or solicitation is unlawful. This document has been prepared for the purposes of complying with English law and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws of any jurisdiction outside England.

The New Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "**Securities Act**") or under the securities laws of any state of the United States. Neither the US Securities and Exchange Commission (the "**SEC**") nor any US state securities commission has reviewed or approved this document or the Scheme or the New Shares. Any representation to the contrary is a criminal offence in the United States.

Notice to New Hampshire residents

Neither the fact that a registration statement or an application for a licence has been filed under this chapter with the state of New Hampshire nor the fact that a security is effectively registered or a person is licensed in the state of New Hampshire constitutes a finding by the secretary of state that any document filed under RSA 421-B is true, complete and not misleading. Neither any such fact nor the fact that an exemption or exception is available for a security or a transaction means that the secretary of state has passed in any way upon the merits or qualifications of, or recommended or given approval to, any person, security, or transaction. It is unlawful to make, or cause to be made, to any prospective purchaser, customer, or client any representation inconsistent with the provisions of this paragraph.

The statements contained in this document are made as at the date of this document, unless some other time is specified in relation to them, and service of this document shall not give rise to any implication that there has been no change in the facts set forth in this document since such date.

Nothing contained in this document shall be deemed to be a forecast, projection or estimate of the future financial performance of the Company or the Group except where otherwise stated.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This document contains certain forward looking statements with respect to the financial condition, results of operations and business of the Company or the Group, NewHoldCo and BVICo and certain plans and objectives of the boards of directors of the Company, NewHoldCo and BVICo. These forward looking statements can be identified by the fact that they do not relate to historical or current facts. Forward looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "will", "may", "should", "would", "could" or other words of similar meaning. These statements are based on assumptions and assessments made by the boards of directors of the Company, NewHoldCo and BVICo in the light of their experience and their perception of historical trends, current conditions, expected future developments and other factors they believe appropriate. By their nature, forward looking statements involve risk and uncertainty and the factors described in the context of such forward looking statements in this document could cause actual results and developments to differ materially from those expressed in or implied by such forward looking statements.

Should one or more of these risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this document. The Company, NewHoldCo and BVICo assume no obligation to update or correct the information contained in this document.

CURRENCIES

All references to "pounds", "pounds Sterling", "Sterling", "£", "pence", "penny" and "p" are to the lawful currency of the United Kingdom and all references to "US dollars", "\$", "US\$" and "cents" are to the lawful currency of the United States.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<i>Event</i>	<i>Time and/or date</i>
Latest time for lodging Forms of Proxy for	
(a) Court Meeting (white form)	3 00 p m on 23 July 2010 ¹
(b) General Meeting (blue form)	3 30 p m on 23 July 2010 ¹
Voting Record Time	6 00 p m on 23 July 2010
Court Meeting ²	3 00 p m on 27 July 2010
General Meeting ²	27 July 2010 ³
Court Hearing (to sanction the Scheme and confirm the reduction of capital involved in the Scheme)	17 August 2010 ⁴
Scheme Record Time	6 00 p m on 16 August 2010 ⁴
Effective Date of the Scheme	18 August 2010

Unless otherwise stated, all references in this document to times are to London times

¹ Please see "Action to be taken" on page 4

² The Court Meeting and the General Meeting will both be held at the offices of Hogan Lovells International LLP, Atlantic House, Holborn Viaduct, London EC1A 2FG on 27 July 2010

³ To commence at 3 30 p m or, if later, immediately after the conclusion or adjournment of the Court Meeting

⁴ These times and dates are indicative only and will depend, among other things, on the date upon which the Court sanctions the Scheme. Any changes to these times and dates will be notified to Shareholders

ACTION TO BE TAKEN

This page should be read in conjunction with the rest of this document and the accompanying Forms of Proxy. You are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or independent financial adviser who, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000, or from another appropriately authorised independent financial adviser if you are taking advice in a territory outside the United Kingdom

The Scheme will require approval at a meeting of EBT Shareholders convened by order of the Court to be held at the offices of Hogan Lovells International LLP, Atlantic House, Holborn Viaduct, London EC1A 2FG at 3 00 p m on 27 July 2010. Certain resolutions will also require approval of EBT Shareholders at the General Meeting to be held at the same location at 3 30 p m on 27 July 2010 (or as soon thereafter as the Court Meeting is concluded or adjourned)

Instructions on the actions to be taken are set out in paragraph 16 of Part 1 of this document and are summarised below

Whether or not you plan to attend the Meetings, please

- 1 complete, sign and return the WHITE Form of Proxy, as soon as possible, but in any event so as to be received by any of the means set out below no later than 3 00 p m on 23 July 2010,
AND
- 2 complete, sign and return the BLUE Form of Proxy, as soon as possible, but in any event so as to be received by any of the means set out below no later than 3 30 p m on 23 July 2010

The completion and return of Forms of Proxy will not prevent you from attending and voting at the Court Meeting and/or the General Meeting, or any adjournments thereof, in person should you so wish and are so entitled

IT IS IMPORTANT THAT, FOR THE COURT MEETING, AS MANY VOTES AS POSSIBLE ARE CAST SO THAT THE COURT MAY BE SATISFIED THAT THERE IS A FAIR AND REASONABLE REPRESENTATION OF SCHEME SHAREHOLDER OPINION. YOU ARE THEREFORE STRONGLY URGED TO COMPLETE, SIGN AND RETURN YOUR FORMS OF PROXY AS SOON AS POSSIBLE

Forms of Proxy should be returned to the Company's registrars

- (a) by post using the reply-paid service printed on the reverse of the Form of Proxy (for use in the UK only), or
- (b) by post otherwise addressed to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, or
- (c) during normal business hours only, by hand to the Company's registrars at the address set out in (b) above

Alternatively, white Forms of Proxy (but NOT blue Forms of Proxy) may be handed to the Chairman of the Court Meeting before the start of the Court Meeting on 27 July 2010 and will still be valid

TABLE OF CONTENTS

PART 1	LETTER FROM THE CHAIRMAN OF EBT MOBILE CHINA PLC AND EXPLANATORY STATEMENT	6
PART 2	FINANCIAL INFORMATION ON THE GROUP	14
PART 3	TAXATION	15
PART 4	ADDITIONAL INFORMATION	17
PART 5	THE SCHEME OF ARRANGEMENT	36
PART 6	DEFINITIONS	41
PART 7	NOTICE OF COURT MEETING	45
PART 8	NOTICE OF GENERAL MEETING	47
ANNEX 1	CURRENT GROUP STRUCTURE	50
ANNEX 2	GROUP STRUCTURE FOLLOWING IMPLEMENTATION OF THE SCHEME	51
ANNEX 3	GROUP STRUCTURE FOLLOWING RE-ORGANISATION	52

PART 1

LETTER FROM THE CHAIRMAN OF EBT MOBILE CHINA PLC AND EXPLANATORY STATEMENT

(in compliance with section 897 of the Companies Act 2006)

Registered Office
Phoenix House
18 King William Street
London EC4N 7HE
United Kingdom

24 June 2010

To EBT Shareholders and, for information only, to participants under the Share Schemes

Dear Shareholder

Introduction of a new holding company domiciled in the Cayman Islands for the Group and proposed re-organisation of the Group

1 Introduction

I am writing to set out details of a proposal to change our corporate structure which will include establishing a new exempted company incorporated in the Cayman Islands as the ultimate holding company of the Group, by way of a scheme of arrangement under Part 26 of the Companies Act which will require the approval of EBT Shareholders and the Court. The proposal to change our corporate structure will also involve the winding-up of the Company following the Scheme becoming effective.

The purpose of this letter is to set out the background to and reasons for the Scheme, set out the terms of the Scheme and the terms of the proposed Re-organisation and explain why the Board considers the proposed Scheme to be in the best interests of EBT Shareholders. This letter also explains why the Board is unanimously recommending that EBT Shareholders vote in favour of the Scheme at the Court Meeting and General Meeting.

In order to approve the terms of the Scheme, a majority in number representing not less than 75 per cent in value of the EBT Shareholders present and voting either in person or by proxy will need to vote in favour of the resolutions to be proposed at the Court Meeting, to be held on 27 July 2010. Shareholders will also have to vote in favour of various resolutions to be proposed at a general meeting of the company, which will be held immediately following the Court Meeting. Details of the actions you should take are set out in paragraph 16 below.

2 Background to and reasons for the proposed Scheme and the Re-organisation

In September 2005, the Company (which was then called The Trading Exchange plc) acquired EBT Mobile Limited (which is incorporated in Hong Kong). At the time of the acquisition of EBT Mobile Limited, the Company had no trading business and was treated as an investment company under the AIM Rules. Following this acquisition, the Group's trading activities were based entirely outside the United Kingdom, with its main trading companies located in China. As Shareholders are aware, on 17 December 2008, the EBT Shares ceased to be admitted to trading on AIM. The current structure of the Group is set out in Annex 1 to this document.

The Board has recently conducted a review of the Group's overall business strategy. As part of this review, the Board has examined the existing corporate structure of the Group which has included a consideration of the merits of continuing with a holding company which is incorporated in England and Wales, in circumstances where

- (a) the Group's main business is in China with no trading activities in the United Kingdom, and
- (b) EBT Shares are no longer traded on AIM.

Taking into account these factors, the Board has concluded that it is no longer appropriate for the Group to incur the costs associated with maintaining a holding company which is incorporated in the United Kingdom and for management time to be spent in ensuring that applicable rules and regulations in the United Kingdom are complied with. The Board has, therefore, taken advice on the most beneficial structure for the Group and, taking into account this advice, is proposing that the Group's corporate structure be changed as follows

- (a) NewHoldCo, a newly-incorporated exempted company in the Cayman Islands should become the ultimate holding company of the Group,
- (b) a further company, BVICo, newly incorporated in the British Virgin Islands and wholly-owned by NewHoldCo, should hold, directly, all of the EBT Shares in the Company, and
- (c) the Company should be removed from the Group structure

The new Group structure as outlined in paragraphs (a) and (b) above will be implemented by way of the Scheme and as outlined in paragraph (c) by way of the Re-organisation. Annex 2 to this document sets out the proposed structure of the Group following implementation of the Scheme and Annex 3 sets out the proposed structure of the Group following implementation of the Re-organisation.

The Board believes that the new Group structure offers the Group the following key advantages

- (a) the reporting and ongoing regulatory obligations imposed on NewHoldCo and BVICo will be less burdensome than those currently imposed on the Company. As a consequence, this will provide cost savings for the Group and will enable management to spend more time developing the Group's business, and
- (b) increased flexibility when implementing future plans for market consolidation, capital raising and development and expansion in the mobile telephony market.

As soon as practicable after the Effective Date, it is intended to carry out the Re-organisation, which will involve the winding-up of the Company. It is anticipated that this will be implemented by way of a members' voluntary liquidation. As part of the Re-organisation, the assets of the Company (principally comprising shares held by it in certain members of the Group incorporated outside the United Kingdom) will be distributed to the Company's shareholder, BVICo, following satisfaction of the Company's liabilities.

Save as required under the terms of the Shareholders' Agreement (described in paragraph 6 below), the approval of the Shareholders to the Re-organisation is not required. However, the Board will only implement the Re-organisation if it determines that to do so would be most likely to promote the success of the Company for the benefit of its members as a whole. This proposed Re-organisation is not expected to have any material effect on the Group's principal activities but is proposed so that the Group can benefit from the less burdensome compliance regime and increased management availability resulting from having a group consisting of companies incorporated and resident outside the United Kingdom.

Following implementation of the Scheme and the Re-organisation, the Group's principal activities will continue to be the retail sale of mobile phone products and services, including mobile phones, SIM cards, phone cards, mobile phone accessories and mobile phone related value-added services in China.

3. Structure of the Scheme

The introduction of NewHoldCo as the ultimate holding company of the Group will be effected by means of a scheme of arrangement between the Company and the EBT Shareholders under Part 26 of the Companies Act, the provisions of which are set out in full in Part 5 of this document. The Scheme will result in EBT Shareholders being allotted New Shares in place of their existing EBT Shares and in the Company becoming a wholly owned subsidiary of BVICo. As a consequence, NewHoldCo will become the new parent company of the Group. This is to be achieved by

- (a) cancelling the Scheme Shares on the Effective Date and applying the reserve arising from such cancellation in paying up in full a number of New Company Shares which is equal to the number of Scheme Shares cancelled and issuing such New Company Shares to BVICo,
- (b) BVICo issuing the New BVI Share to NewHoldCo in consideration for the issue of the New Company Shares by the Company to it, and

- (c) NewHoldCo issuing the New Shares to the Shareholders in consideration for the issue of New BVI Share by BVICo to it

Under the Scheme, Scheme Shareholders on the register of members at the Scheme Record Time will receive from NewHoldCo

for each Scheme Share cancelled

one New Share

To become effective, the Scheme must be approved by a majority in number of those EBT Shareholders present and voting either in person or by proxy at the Court Meeting representing 75 per cent or more in value of all Shares held by such EBT Shareholders

The Scheme also requires the sanction of the Court at the Court Hearing, as well as satisfaction or waiver of the other Conditions set out in paragraph 4 below. Upon the Scheme becoming effective, it will be binding on all EBT Shareholders, irrespective of whether or not, being entitled to do so, they attended or voted at the Court Meeting or the General Meeting

On the Effective Date, share certificates in respect of Scheme Shares will cease to be valid and should be destroyed. In addition, on the Effective Date, entitlements to Scheme Shares held within CREST will be cancelled

Scheme Shareholders who are citizens, residents or nationals of any jurisdiction outside the United Kingdom should refer to paragraph 14 below

In order to facilitate the Scheme, certain amendments to the EBT Articles are proposed. These amendments will ensure that any EBT Shares issued (other than to BVICo or its nominee(s)) between the approval of the Scheme at the Court Meeting and the Scheme Record Time will be subject to the Scheme and that any EBT Shares issued after the Scheme becomes effective will automatically be acquired by BVICo on the same terms as under the Scheme. The proposed amendments to the EBT Articles are described in paragraph 23 of Part 4 of this document and set out in full in the notice of General Meeting in Part 8 of this document

The current shareholder of NewHoldCo is Ringtone Investment Limited ("**Ringtone**"), currently a shareholder in the Company, which holds 10,000 shares in the capital of NewHoldCo (the "**Ringtone Shares**"). The Ringtone Shares were issued at nominal value and are fully paid up. Upon the Scheme becoming effective, NewHoldCo will repurchase the Ringtone Shares for nominal consideration and the Ringtone Shares will then be cancelled

4 Conditions

The implementation of the Scheme is conditional on the following

- (a) the Scheme being approved by a majority in number, representing 75 per cent in value, of those Shareholders present and voting, either in person or by proxy, at the Court Meeting,
- (b) the Special Resolution to approve the matters in connection with the Scheme being duly passed at the General Meeting by a majority of not less than 75 per cent of the votes cast,
- (c) any consents, approvals, registrations, filings or other requirements of any third party, whether governmental, regulatory, contractual or otherwise, having been made, given or otherwise satisfied,
- (d) the Scheme being sanctioned (with or without modification) and the reduction of capital of the Company provided for by the Scheme being confirmed by the Court at the Court Hearing, and
- (e) an office copy of the Order of the Court sanctioning the Scheme under Part 26 of the Companies Act and confirming under section 648 of the Companies Act the reduction of capital provided by the Scheme having been delivered to the Registrar of Companies in England and Wales for registration and, in the case of the capital reduction, if the Order of the Court confirming it so specifies, registered by him

The Directors will not take the necessary steps to implement the Scheme unless the above conditions have been satisfied or waived and, at the relevant time, they consider that it continues to be in the Company's and the EBT Shareholders' best interests that the Scheme should be implemented

The Scheme contains a provision for the Company, NewHoldCo and BVICo jointly to consent, on behalf of all persons concerned, to any modification of, or addition to, the Scheme, or to any condition that the Court may think fit to approve or impose. The Court would be unlikely to approve

or impose any modification of, or addition or condition to, the Scheme which might be material to the interests of Scheme Shareholders unless Scheme Shareholders were informed of any such modification, addition or condition. It will be a matter for the Court to decide, in its discretion, whether or not the consent of Scheme Shareholders should be sought at a further meeting. Similarly, if a modification, addition or condition is put forward which, in the opinion of the Directors, is of such a nature or importance as to require the consent of the Scheme Shareholders at a further meeting, the Directors will not take the necessary steps to enable the Scheme to become effective unless and until such consent is obtained.

The Court Hearing will be held on 17 August 2010. All EBT Shareholders are entitled to attend the Court Hearing in person or through representation to support or oppose the sanctioning of the Scheme. The Court Hearing will be held at the Royal Courts of Justice, The Strand, London WC2A 2LL.

The Scheme will become effective upon the delivery to the Registrar of Companies in England and Wales of a copy of the Order, and, if the Order so specifies, registration of that Order. This is expected to occur on 18 August 2010. Unless the Scheme becomes effective by not later than 30 September 2010, or such later date as the Company, NewHoldCo and BVICo may agree and the Court may allow, the Scheme will not become effective, in which case NewHoldCo shall not become the new ultimate holding company of the Group. In such an event, EBT Shareholders will remain shareholders of the Company, the Scheme Shares will not be cancelled and New Shares will not be issued by NewHoldCo to EBT Shareholders.

5. Effects of the Scheme

Under the Scheme, Scheme Shareholders will exchange their shareholdings in the Company for the same number of New Shares in NewHoldCo, which will be denominated in Sterling. Their proportionate entitlement to participate in the Company's capital and income will not be affected by reason of the implementation of the Scheme.

Immediately following the Scheme becoming effective, BVICo will own no assets other than the share capital of the Company and nominal cash balances and NewHoldCo will own no assets other than the share capital of BVICo and nominal cash balances. EBT Shareholders will not receive any amount in cash pursuant to the terms of the Scheme.

6 Consents and undertakings to vote in favour of the Scheme

The Company, Ringtone, Audley, Tartan, CRV and the Managers have entered into the Shareholders' Agreement dated 24 August 2009. Pursuant to the terms of the Shareholders' Agreement, the Scheme and the proposed Re-organisation require the prior written consent of Ringtone and at least three of Audley, Tartan, CRV and the Director appointed by the Managers. Further details of the Shareholders' Agreement are set out in paragraph 22 of Part 4 of this document.

Each of Ringtone, Audley, Tartan, CRV and the Managers has given its or his written consent to the Scheme and the subsequent proposed Re-organisation. In addition, the Company has received irrevocable undertakings to vote in favour of the Scheme from each of Ringtone, Audley, Tartan, CRV and the Managers. Further details of these Shareholders' consents and undertakings to vote in favour of the Scheme are set out in paragraph 9 of Part 4 of this document.

The Company has also received irrevocable undertakings to vote in favour of the Scheme from each of the Directors who hold legal title to Shares, Stephen Davidson and Zhang Ge, as well as from those Directors who hold options over EBT Shares. Further details of the Directors' interests in EBT Shares are set out in paragraph 5 of Part 4 of this document and of the Director's irrevocable undertakings to vote in favour of the Scheme are set out in paragraph 6 of Part 4 of this document.

7. NewHoldCo and BVICo

On incorporation, the initial authorised share capital of NewHoldCo was £400,000 divided into 4,000,000 shares of par value £0.10 each in the capital of NewHoldCo. One share in the capital of NewHoldCo was issued to Walkers Nominees Limited, the subscriber to NewHoldCo's memorandum of association (such share being the "Subscriber Share"). The Subscriber Share was issued at its nominal value of £0.10 and was fully paid up. The Subscriber Share was transferred to Ringtone for a consideration of £0.10 on 8 April 2010. Ringtone subscribed for a

further 99 new shares of par value £0.10 each in the capital of NewHoldCo on 8 April 2010. By shareholder resolutions dated 20 May 2010, Ringtone resolved to vary the share capital of NewHoldCo from £400,000 divided into 4,000,000 ordinary Shares of a nominal or par value of £0.10 each, to £400,000 divided into 400,000,000 ordinary Shares of a nominal or par value of 0.1 pence each, and to subdivide the shares in the capital of NewHoldCo which had been issued to Ringtone into 10,000 shares of 0.1 pence each (the "Ringtone Shares"). Upon the Scheme becoming effective, NewHoldCo will repurchase the Ringtone Shares for nominal consideration and the Ringtone Shares will then be cancelled.

On incorporation, the initial authorised share capital of BVICo was US\$50,000 divided into 50,000 shares of par value US\$1.00 each. One share in the capital of BVICo was issued to NewHoldCo for a consideration of US\$1.00 on 12 February 2010.

8. Head office relocation

Upon the Scheme becoming effective and in keeping with the introduction of a new ultimate holding company that is incorporated in the Cayman Islands, NewHoldCo's registered office will be in the Cayman Islands. BVICo's registered office will be in the British Virgin Islands. NewHoldCo and BVICo will both have their principal place of business, from which the Group will be managed and controlled, in China.

None of the Company, NewHoldCo nor BVICo have any plans to alter existing arrangements with employees or to change the locations of the Group's places of business as a result of or following Scheme.

9. NewHoldCo Articles

The economic rights attaching to the New Shares will, after the Scheme becomes effective, be substantially the same as the rights attaching to EBT Shares.

As NewHoldCo is incorporated in the Cayman Islands, it will be subject to the laws of the Cayman Islands. As the laws of the Cayman Islands do not contain certain statutory safeguards (e.g. pre-emption rights) that English law does, NewHoldCo has adopted and enshrined these safeguards in the NewHoldCo Articles. A summary of the NewHoldCo Articles is set out in paragraph 14 of Part 4 of this document and details of the differences between English company law and the company law of the Cayman Islands are set out in paragraph 16 of Part 4 of this document.

10. Share Schemes

The Company has established the Share Schemes. Summaries of the principal features of these schemes are set out in paragraph 21 of Part 4 of this document.

11. Directors' and other interests

The names of the Directors and details of their interests (and those of their connected persons) in the Company and in NewHoldCo following the Effective Date and under the Share Schemes as at 22 June 2010 (being the last practicable date prior to the publication of this document) are set out in paragraphs 4 and 5 of Part 4 of this document.

In common with the other participants in the Share Schemes, the Directors will be able to exercise their options or to accept any offer made by NewHoldCo to exchange their options over Shares for options over New Shares as described in paragraph 21 of Part 4 of this document.

All of the existing Directors were appointed directors of NewHoldCo on 8 April 2010 and of BVICo on 12 February 2010. The directors of NewHoldCo and BVICo have been appointed to the respective boards of NewHoldCo and BVICo in the same capacities they currently hold on the Board.

In all material respects, the terms of the Directors' appointments as directors of NewHoldCo and BVICo are the same as the Directors' existing arrangements with the Company, details of which are set out in paragraph 7 of Part 4 of this document.

The effect of the Scheme on the interests of the Directors does not differ from its effect on the like interests of any other EBT Shareholders.

12. New Shares and settlement

12.1 Issue of New Shares

The New Shares to be issued pursuant to the Scheme will be issued credited as fully paid and free from all liens, charges and encumbrances whatsoever, and will rank in full for all dividends or distributions on the ordinary share capital of NewHoldCo declared, made or paid after the Effective Date. The New Shares will be denominated in pounds Sterling.

Following the Scheme becoming effective, the New Shares will not be listed on any stock exchange.

12.2 Settlement

Subject to the Scheme becoming effective (and except as provided in paragraph 14 below in relation to certain Overseas Shareholders), settlement of the consideration to which any Shareholder is entitled under the Scheme will be effected in the manner set out in this section.

At the Effective Date, each New Share to which each EBT Shareholder is entitled as at the Scheme Record Time will be issued in registered form. Each holding of New Shares will be entered into the register of members of NewHoldCo, which will constitute evidence of ownership of such shares pursuant to the Companies Law. **Share certificates in respect of the New Shares will only be issued by NewHoldCo following written request by the relevant New Shareholder. Shareholders should note that the New Shares are not capable of being held in CREST.**

As from the Effective Date:

- (a) any holding of Scheme Shares credited to any stock account in CREST will be disabled as from the Effective Date and all Scheme Shares will be removed from CREST, and
- (b) each certificate representing a holding of Scheme Shares will cease to be of value and should be destroyed.

From the Effective Date, settlement of transfers of New Shares through CREST will not be possible. Shareholders with queries or wishing to request share certificates in respect of New Shares or to register transfers of New Shares should contact or, in the case of registration of transfers of New Shares, provide complete transfer forms to, NewHoldCo's directors, c/o its registered office service provider, Walkers Corporate Services Limited, Walker House, 87 Mary Street, Grand Cayman, KY1-9005 Cayman Islands. On the registration of any such transfers, the transferee will not receive a share certificate in respect of such New Shares unless written request is made to NewHoldCo.

All mandates relating to the payment of dividends and other instructions given to the Company by EBT Shareholders in force at the Scheme Record Time relating to holdings of Scheme Shares will, unless and until amended or revoked, be deemed as from the Effective Date to be an effective mandate or instruction to NewHoldCo in respect of the corresponding New Shares.

13. Taxation

Certain United Kingdom and Cayman Islands tax considerations relevant to EBT Shareholders are summarised in Part 3 of this document.

14. Overseas Shareholders

14.1 General

The implications of the Scheme for EBT Shareholders who are resident in, or citizens or nationals of, jurisdictions outside the United Kingdom ("**Overseas Shareholders**") may be affected by the laws of the relevant jurisdictions. Such Overseas Shareholders should inform themselves about and observe all applicable legal requirements.

It is the responsibility of any person into whose possession this document comes to satisfy themselves as to their full observance of the laws of the relevant jurisdiction in connection with the Scheme, including the obtaining of any governmental, exchange control or other consents which may be required and/or compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.

If, in respect of any Overseas Shareholder, NewHoldCo is advised that the allotment and/or issue of New Shares would or might infringe the laws of any jurisdiction outside the United Kingdom, or

would or might require NewHoldCo to obtain any governmental or other consent or effect any registration, filing or other formality with which, in the opinion of NewHoldCo, it would be unable to comply or which it regards as unduly onerous to comply with, the Scheme provides that NewHoldCo may, in its sole discretion, determine either (a) that New Shares shall not be allotted and issued to such holder but shall instead be allotted and issued to a nominee appointed by NewHoldCo and then sold, with the net proceeds being remitted to the Shareholder concerned, or (b) that New Shares shall be issued to such holder and then sold on his behalf as soon as practicable following the Effective Date at the best price which can reasonably be obtained at the time of sale, with the net proceeds being remitted to the Shareholder concerned. Any remittance of the net proceeds of sale referred to in this paragraph shall be at the risk of the relevant holder.

Overseas Shareholders should consult their own legal and tax advisers with respect to the legal and tax consequences of the Scheme in their particular circumstances.

14.2 United States

The New Shares will be issued in reliance on the exemption from the registration requirements of the Securities Act provided by Section 3(a)(10) thereof and will not be registered under the securities laws of any state or other jurisdiction of the United States.

For the purpose of qualifying for the exemption from the registration requirements of the Securities Act provided by Section 3(a)(10) thereof, the Company will advise the Court that its sanctioning of the Scheme will be relied upon by NewHoldCo as an approval of the Scheme following a hearing on its fairness to Scheme Shareholders, at which Court Hearing all Scheme Shareholders are entitled to attend in person or through counsel to support or oppose the sanctioning of the Scheme and with respect to which notification has been given to all such Shareholders.

Shareholders who are "affiliates" (as such term is defined in Rule 144 of the Securities Act) of the Company prior to implementation of the Scheme, or NewHoldCo after the Effective Date, may not resell such New Shares without registration under the Securities Act except pursuant to the applicable resale provisions of Rule 145(d) under the Securities Act, another applicable exemption from registration under the Securities Act or in a transaction not subject to registration under the Securities Act. "Affiliates" of a company are generally defined as persons who directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, that company. Whether a person is an affiliate of the company for the purpose of the Securities Act depends on the circumstances, but affiliates can include certain officers, directors and significant shareholders. Persons who believe they may be affiliates of the Company or NewHoldCo should consult their own legal advisers before any sale of securities received in the Scheme. Any persons who hold Scheme Shares that are "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act will receive New Shares that are subject to the same restrictions as their Scheme Shares.

Neither the SEC nor any US state securities commission has reviewed or approved this document, the Scheme or the New Shares. Any representation to the contrary is a criminal offence in the United States.

15 The Meetings

Before the Court's approval can be sought to sanction the Scheme, the Scheme will require the approval of EBT Shareholders at the Court Meeting and, for its implementation, at the General Meeting.

Notices of each of the Court Meeting and of the General Meeting are set out in Part 7 and Part 8 of this document respectively. Entitlement to attend and vote at these Meetings and the number of votes which may be cast at them will be determined by reference to the Company's register of members at 6.00 p.m. on the Business Day prior to the Business Day immediately before the Meeting or any adjourned Meeting (as the case may be).

15.1 Court Meeting

The Court Meeting has been convened for 27 July 2010 at the offices of Hogan Lovells International LLP, Atlantic House, Holborn Viaduct, London EC1A 2FG to enable EBT Shareholders to consider and, if thought fit, approve the Scheme. At the Court Meeting, voting will be by poll and each member present in person or by proxy will be entitled to one vote for each EBT Share

held. The approval required at the Court Meeting is a simple majority in number representing 75 per cent in value of those EBT Shareholders present and voting in person or by proxy.

It is important that, for the Court Meeting in particular, as many votes as possible are cast so that the Court may be satisfied that there is a fair and reasonable representation of Scheme Shareholder opinion.

If the Scheme is approved and becomes effective, it will be binding on all Scheme Shareholders irrespective of whether they attended the Court Meeting or the way they voted.

15.2 General Meeting

In addition, the General Meeting has been convened for the same date and place (to be held immediately after the Court Meeting) to consider and, if thought fit, pass a Special Resolution (which requires a vote in favour of not less than 75 per cent of the votes cast) to approve

- (a) authorising the Directors to take all action as may be considered necessary or appropriate for implementing the Scheme,
- (b) the cancellation and extinguishing of the Scheme Shares in relation to the Scheme,
- (c) the creation of the New Company Shares in relation to the Scheme,
- (d) the allotment of the New Company Shares to BVICo,
- (e) conditional on the Scheme becoming effective, amendment to the EBT Articles to deal with transitional matters arising from the Scheme.

The Special Resolution proposed at the General Meeting will be decided by way of a poll. On the poll, each Shareholder present in person or by proxy will have one vote for each EBT Share held.

16. Action to be taken

Whether or not you propose to attend the Meetings, you are requested to complete, sign and return to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, the enclosed white Form of Proxy for use at the Court Meeting and the blue Form of Proxy for use at the General Meeting by no later than 48 hours (excluding non-working days) before the time appointed for the relevant Meeting. If the white Form of Proxy relating to the Court Meeting is not lodged by the above time, it may be handed to the Chairman of the Court Meeting before the start of the Court Meeting and will still be valid. However, in the case of the General Meeting, unless the blue Form of Proxy is returned at least 48 hours (excluding non-working days) before the General Meeting and in accordance with the instructions printed on it, it will be invalid. The completion and return of a Form of Proxy will not preclude you from attending and voting in person at either the Court Meeting or the General Meeting, if you so wish and are so entitled.

17. Recommendation

The Directors consider the Scheme to be fair and reasonable. In addition, the Directors believe the Scheme to be in the best interests of Shareholders as a whole and, accordingly, unanimously recommend that Shareholders vote in favour of the Scheme at the Court Meeting, as they intend to do in respect of their own legal or beneficial shareholdings, totalling 66,402,401 EBT Shares (representing in aggregate approximately 24.6 per cent of the issued ordinary share capital of the Company).

The Directors urge you to complete, sign and return the enclosed Forms of Proxy as soon as possible and, in any event, by no later than 3.00 p.m. (in respect of the white Form of Proxy for use at the Court Meeting) or 3.30 p.m. (in respect of the blue Form of Proxy for use at the General Meeting) on 23 July 2010.

18. Further information

The Scheme is set out in full in Part 5 of this document. Your attention is also drawn to the additional information set out in Part 4 and to the definitions in Part 6 of this document.

Yours faithfully

Mark Qiu

Non-Executive Chairman

PART 2

FINANCIAL INFORMATION ON THE GROUP

The Company applied International Financial Reporting Standards, endorsed by the European Union, as the basis for preparation of its financial statements for the years ended 31 December 2009, 31 December 2008 and 31 December 2007. These financial statements are prepared on the historical cost basis.

1. Statutory accounts for financial periods ended 31 December 2009, 2008 and 2007

Statutory accounts of the Company for the years ended 31 December 2009, 2008 and 2007, in respect of which the Company's auditors, Deloitte LLP, made unqualified reports, have been delivered to and filed with the Registrar of Companies in England and Wales.

2. Published report and accounts for financial periods ended 31 December 2007, 31 December 2008 and 31 December 2009

The published annual report and audited accounts of the Company for the financial periods ended 31 December 2007, 2008 and 2009 (which are incorporated into this document by reference) included, on the pages specified in the table below, the following information:

<i>Nature of information</i>	<i>For the year ended 31 December 2009</i>	<i>For the year ended 31 December 2008</i>	<i>For the year ended 31 December 2007</i>
Income statement showing turnover, net profit or loss before and after taxation, the charge for tax, extraordinary items, minority interests and the amount absorbed by dividends and earnings and dividends per share	Page 9 (Consolidated Report)	Page 9 (Consolidated Report)	Page 3 (Consolidated Report)
Balance sheet showing the assets and liabilities of the Group	Page 11 (Consolidated Report)	Page 11 (Consolidated Report)	Page 5 (Consolidated Report)
Cash flow statement	Pages 13-14 (Consolidated Report)	Pages 12-13 (Consolidated Report)	Pages 6-7 (Consolidated Report)
Accounting policies	Pages 16-26 (Consolidated Report)	Pages 15-24 (Consolidated Report)	Pages 8-17 (Consolidated Report)
Notes to the financial statements	Pages 15-45 (Consolidated Report)	Pages 14-45 (Consolidated Report)	Pages 8-39 (Consolidated Report)
Independent auditors' report	Pages 7-8 (Consolidated Report)	Pages 7-8 (Consolidated Report)	Pages 1-2 (Consolidated Report)

The published financial information referenced above (and, where applicable, incorporated into this document by reference) can be viewed at www.ebtmobile.com.

A hard copy of the above-referenced financial information will not be sent to recipients of this document unless specifically requested. Recipients of this document may request a hard copy of the above-referenced financial information of the Company by writing to the company secretary of the Company, Capita Company Secretarial Services Limited, at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Relevant documents will be posted within two working days of receipt of such a request.

PART 3

TAXATION

The following information, which is intended as a general guide only, relates to the United Kingdom taxation position of EBT Shareholders who are resident and ordinarily resident in the United Kingdom and to the Cayman Islands tax position of NewHoldCo and its shareholders. The statements are based on current legislation and practice in the United Kingdom and the Cayman Islands and do not purport to be comprehensive or to describe all potential relevant considerations. EBT Shareholders should note that both taxation law and interpretation are subject to change, possibly with retrospective effect.

The statements in this Part summarise certain limited aspects of the taxation treatment of the Scheme, do not constitute tax advice and relate only to the position of EBT Shareholders who hold their Shares beneficially as an investment (other than under a personal equity plan or an individual savings account) and who have not (and are not deemed to have) acquired their EBT Shares by virtue of an office or employment. They do not address the tax consequences for EBT Shareholders who are brokers, dealers or traders in shares or securities.

Special tax provisions may apply to Shareholders who have acquired or who acquire their Shares by exercising options under the Share Schemes, including provisions imposing a charge to income tax.

If you are in any doubt as to your taxation position, or you are subject to taxation in a jurisdiction other than the United Kingdom and the Cayman Islands, you should consult a professional independent financial adviser immediately.

1 United Kingdom

1.1 General

The following paragraphs, which are intended as a general guide only, are based on current United Kingdom legislation and HM Revenue & Customs ("HMRC") practice, both of which may be subject to change at any time, possibly with retrospective effect. They summarise certain limited aspects of the United Kingdom taxation treatment of the Scheme, do not constitute tax advice and relate only to the position of Scheme Shareholders who are resident or ordinarily resident in the United Kingdom for taxation purposes, who hold their Scheme Shares beneficially as an investment (other than under a personal equity plan or an individual savings account) and who have not (and are not deemed to have) acquired their Scheme Shares by virtue of an office or employment. They do not address the United Kingdom tax consequences for Scheme Shareholders who are brokers, dealers or traders in shares or securities.

Special tax provisions may apply to Scheme Shareholders who have acquired or who acquire their Scheme Shares by exercising options under the Share Schemes, including provisions imposing a charge to income tax.

If you are in any doubt as to your taxation position, or you are subject to taxation in a jurisdiction other than the United Kingdom, you should consult a professional independent financial adviser immediately.

1.2 Taxation of chargeable gains

For a Scheme Shareholder who, either alone or together with persons connected with him, holds 5 per cent or less of the Scheme Shares, implementation of the Scheme should not result in such Scheme Shareholder making a disposal or part disposal of Scheme Shares for the purposes of United Kingdom taxation of chargeable gains. Any gain or loss which would otherwise have arisen on a disposal of such holder's Scheme Shares should be "rolled-over" into his New Shares and the New Shares should accordingly be treated as the same asset and as having been acquired at the same time and for the same consideration as the Scheme Shares in respect of which they were issued.

A Scheme Shareholder who, either alone or together with persons connected with him, holds more than 5 per cent of the Scheme Shares is advised that the Company has received clearance from HMRC pursuant to section 138 of the Taxation of Chargeable Gains Act 1992 that HMRC is satisfied that the Scheme is being effected for *bona fide* commercial reasons and does not form

part of a scheme of arrangement of which the main purpose, or one of the main purposes, is the avoidance of liability to capital gains tax or corporation tax. Accordingly, any such Scheme Shareholder should be treated in the manner described above.

1.3 Stamp duty and stamp duty reserve tax ("SDRT")

The cancellation of Scheme Shares and the issue of New Shares (whether paper shares or shares transferred into CREST) pursuant to the Scheme will not give rise to a charge to stamp duty or SDRT.

2. Cayman Islands

There is, at present, no direct taxation in the Cayman Islands and interest, dividends and gains payable to the NewHoldCo will be received free of all Cayman Islands taxes. NewHoldCo is registered as an "exempted company" pursuant to the Companies Law (as amended). NewHoldCo has applied for and received an undertaking from the Governor in Cabinet of the Cayman Islands to the effect that, for a period of twenty years from 13 April 2010, no law that thereafter is enacted in the Cayman Islands imposing any tax or duty to be levied on profits, income or on gains or appreciation, or any tax in the nature of estate duty or inheritance tax, will apply to any property comprised in or any income arising under NewHoldCo, or to the shareholders thereof, in respect of any such property or income. Accordingly, it is not envisaged that the company will be subject to any taxation in the Cayman Islands other than in relation to incidental registry fees and stamp duties on certain instruments entered into by it.

There are currently no withholding taxes or exchange control regulations in the Cayman Islands applicable to the Company or its shareholders.

There are currently no estate duty, gifts or gains taxes in the Cayman Islands applicable to the New Shares or to any income or gains that a Shareholder derives either from holding or pursuant to any transfers or redemptions of such shares.

PART 4

ADDITIONAL INFORMATION

1. Responsibility

The Directors, whose names are set out in paragraph 4 of this Part, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.

2 Incorporation and activity of the Company

The Company was incorporated under the name TradingSports Exchange Systems Limited on 3 February 2003 under the Companies Act 1985 as a private company limited by shares and registered in England and Wales with registered number 4654471. On 21 May 2003 it re-registered as a public company limited by shares and changed its name to TradingSports Exchange Systems PLC. On 21 September 2004 it changed its name to The Trading Exchange PLC and on 7 September 2005 it changed its name to EBT Mobile China PLC.

The Company's registered office is at Phoenix House, 18 King William Street, London EC4N 7HE.

The Company is a holding company for a group of companies whose principal activities are the retail sale of mobile phone products and services, including mobile phones, SIM cards, phone cards, mobile phone accessories and mobile phone related value-added services in China.

3 Share capital of the Company

The authorised and issued share capital of the Company as at 22 June 2010 (being the latest practicable date prior to publication of this document) is as follows:

<i>Class</i>	<i>Authorised</i>		<i>Issued and paid</i>	
	<i>Number</i>	<i>Nominal Value</i>	<i>Number</i>	<i>Nominal Value</i>
Ordinary shares of 0.1 pence each	400,000,000	£400,000	269,756,335	£269,756.34

4. Directors and secretary of the Company

The Directors and their respective positions are:

<i>Name</i>	<i>Position held</i>
Mr Mark Qiu	Chairman and non-executive director
Mr Zhang Ge	Chief Executive Officer and executive director
Mr James A. Reiman	Non-executive director
Mr Daniel Skaff	Non-executive director
Mr Stephen Davidson	Non-executive director

The business address of each of the Directors is Phoenix House, 18 King William Street, London EC4N 7HE.

The company secretary of the Company is Capita Company Secretarial Services Limited, Ibex House, 42-47 Minories, London EC3N 1DX.

5. Directors' interests in the Company

As at the latest practicable date prior to the publication of this document, the interests of the Directors, their immediate families and persons connected with such Directors within the meaning of section 252 of the Companies Act, in the share capital of the Company were as follows

	<i>Number of Shares</i>	<i>Percentage of existing issued ordinary share capital</i>
Mr James A Reiman ¹	58,297,045	21.6
Mr Zhang Ge	7,045,356	2.6
Mr Stephen Davidson ²	1,060,000	0.4
Mr Mark Qiu ³	—	—
Mr Daniel Skaff ⁴	—	—
Total	66,402,401	24.6

Notes

- The interests of James A Reiman include the holding of 58,297,045 EBT Shares indirectly held by CRV through Vidacos Nominees Limited. CRV is 100 per cent owned by Mr Reiman. Further details of CRV's shareholding in the Company are set out in paragraphs 8 and 9 of this Part.
- The interests of Stephen Davidson include the holding of 60,000 Shares held by Hargreave Hale Nominees Limited as nominee for Stephen Davidson.
- Mark Qiu is connected with China Harvest Fund, L.P., which indirectly holds approximately 24.7 per cent of the existing share capital of the Company as it holds approximately 97.83 per cent of the existing share capital of Ringtone. Mr Qiu disclaims beneficial ownership of the share capital of the Company held by Ringtone except to the extent of his pecuniary interest therein. Further details of Ringtone's shareholding in the Company are set out in paragraphs 8 and 9 of this Part.
- 8,000,000 Shares held by James A Reiman via CRV are held as nominee for the Daniel and Michelle Skaff Trust, a trust to which Daniel Skaff is connected. Following the Scheme becoming effective, CRV has agreed to transfer the legal title to the corresponding number of New Shares to the Daniel and Michelle Skaff Trust.

As at 22 June 2010, the latest practicable date prior to the publication of this document, the options and awards held by the Directors under the Share Schemes were as follows

	<i>Number of shares under option</i>	<i>Exercise price (GBP per share)</i>	<i>Date of grant</i>	<i>Period in which options can be exercised</i>
Mr James A Reiman	1,000,000 ¹	0.025	01/01/2009	See paragraph 21.2(c) of Part 4 of this document
Mr Stephen Davidson	1,000,000 ¹	0.025	01/01/2009	See paragraph 21.2(c) of Part 4 of this document
Mr Daniel Skaff	1,000,000 ¹	0.025	01/01/2009	See paragraph 21.2(c) of Part 4 of this document
Mr Zhang Ge	400,000 ²	0.001	01/07/2007	See paragraph 21.2(c) of Part 4 of this document

Notes

- Options under the EBT Mobile China plc share option scheme 2009.
- Options under the EBT Mobile China plc share option scheme 2007.

Save as set out in this Part of the document, none of the Directors or any connected person within the meaning of section 252 of the Companies Act has any interest, whether beneficial or non-beneficial, in the share capital of the Group and there is no person to whom any capital of any member of the Group is under option or agreed unconditionally to be put under option.

Following the Effective Date, the Directors will have corresponding interests in New Shares by virtue of the effect of the Scheme on their existing interests in EBT Shares.

6 Directors' irrevocable undertakings

As at 22 June 2010, the latest practicable date prior to the publication of this document, the Company was in receipt of irrevocable undertakings to vote in favour of the Scheme at the Court Meeting from each of the Directors who hold legal title to EBT Shares, being Stephen Davidson and Zhang Ge, as well as from those Directors who hold options over EBT Shares, as set out in paragraph 5 of this Part. In addition, as at that date, the Company was in receipt of an irrevocable undertaking to vote in favour of the Scheme at the Court Meeting from CRV, with which James A Reiman is connected as set out in paragraph 5 of this Part. Further details of CRV's interest in Shares and the irrevocable undertaking given by it are set out in paragraphs 8 and 9 of this Part.

The Company has received irrevocable undertakings to vote in favour of the Scheme at the Court Meeting from Directors who represent, legally or beneficially, directly or indirectly, approximately 24.6 per cent of the existing issued share capital of the Company, as set out in paragraph 5 of this Part.

7. Directors' remuneration and benefits

The Company does not have any executive directors other than Zhang Ge. The Directors' appointments are subject to the terms of the EBT Articles and the Shareholders' Agreement, details of which are set out in paragraph 22 of this Part.

Mark Qiu, Zhang Ge and James Reiman have been appointed pursuant to the terms of the Shareholders' Agreement, further details in relation to which are set out in paragraph 22 of this Part. Appointment and removal of these Directors shall be by way of written notice to the Company, which shall take effect on delivery at the Company's registered office or at any meeting of the Board or a committee thereof. In the event that any relevant Shareholder appointing such a Director ceases to hold Shares representing a specified percentage of the issued share capital of the Company, the Director appointed by such Shareholder shall resign immediately. None of the Directors has any right to compensation upon early termination of their appointments.

The following terms apply to the Directors:

	<i>Date of appointment</i>	<i>Annual fees (US\$)</i>
Mr Mark Qiu	18/08/2009	N/A
Mr Zhang Ge	08/09/2005	N/A
Mr James A Reiman	08/09/2005	N/A
Mr Stephen Davidson	11/07/2006	25,000
Mr Daniel Skaff	24/10/2005	20,000

In addition to the fees shown above, James A Reiman, Stephen Davidson, Daniel Skaff and Zhang Ge also hold interests in the Share Schemes. Details of these interests are set out in paragraph 5 of this Part and details of the Share Schemes are set out in paragraph 21 of this Part.

There are no service contracts between any Director or proposed director of the Company and any member of the Group and no such contract has been entered into or amended within the six months preceding the date of this document.

There is no arrangement under which a Director has waived or agreed to waive future emoluments nor have there been any such waivers during the financial year immediately preceding the date of this document.

There are no outstanding loans or guarantees granted or provided by any member of the Group to, or for the benefit of, any of the Directors.

Other than as described in this paragraph 7, no benefit, payment or compensation of any kind is payable to any Director of the Company upon termination of his or her employment.

8. Interests of major Shareholders

Insofar as is known to the Company as at 22 June 2010 (being the last practicable date prior to publication of this document), other than a Director, the following persons have an interest in 3 per cent or more of the Company's capital

	<i>Number of Shares</i>	<i>Percentage of issued share capital</i>
Ringtone Investment Limited	66,611,111 ¹	24.7
Vidacos Nominees Limited	58,297,045 ²	21.6
K B (C I) Nominees Limited	56,165,000 ³	20.8
HSBC Global Custody Nominee (UK) Limited	36,091,754 ⁴	13.4
Rock Nominees Limited	10,282,742 ⁵	3.8

Notes

- 1 Ringtone is also the beneficial owner, but not the registered holder, of an additional 43,096 EBT Shares
- 2 Held as nominee for CRV See paragraph 9 of this Part for further details
- 3 Held as nominee for Audley European Opportunities Master Fund Limited, Audley Investment I and Audley Investment II See paragraph 9 of this Part for further details
- 4 Held as nominee for Tartan Investment Partners, L P See paragraph 9 of this Part for further details
- 5 Held as nominee for approximately 53 beneficial owners

Each of Ringtone, Audley (acting as investment manager for Audley European Opportunities Master Fund Limited, Audley Investment I and Audley Investment II) and Tartan (acting as investment manager for Tartan Investment Partners, L P) has agreed, subject to the Scheme becoming effective, to purchase the numbers of New Shares from CRV set out in the table below for a consideration of 4 pence per New Share together with additional consideration payable by the relevant purchaser to CRV of 50 per cent of the amount over 4 pence per New Share that such purchaser receives in the event of any subsequent disposal of such New Shares to any third party

In addition, following the Scheme becoming effective, CRV has agreed to transfer the legal title to 8,000,000 New Shares to the Daniel and Michelle Skaff Trust (as referred to in footnote 4 to the table setting out the interests of the Directors, their immediate families and persons connected with such Directors in paragraph 5 of this Part)

Following completion of the acquisitions and transfers agreed as set out above, each of Ringtone, Audley, Tartan, CRV and the Daniel and Michelle Skaff Trust will have interests in NewHoldCo as set out in the table below

	<i>Number of New Shares to be acquired from CRV</i>	<i>Total number of New Shares held following proposed transactions</i>	<i>Percentage of NewHoldCo's issued share capital following proposed transactions</i>
Ringtone Investment Limited	21,303,014	87,914,125	32.6
Audley Capital Management Limited ¹	18,002,547	74,167,547	27.5
Tartan Investment Partners Fund GP Limited ²	10,701,513	46,793,267	17.3
The Daniel and Michelle Skaff Trust	8,000,000	8,000,000	3.0
China Retail Venture #1, Inc	—	289,971	0.1

Notes

- 1 Acting as investment manager for Audley European Opportunities Master Fund Limited, Audley Investment I and Audley Investment II
- 2 Acting as investment manager for Tartan Investment Partners, L P

Save as disclosed in this paragraph 8, the Directors are not aware of any interest which will represent 3 per cent or more of the issued share capital of NewHoldCo following the Scheme becoming effective

So far as the Company is aware, no person or persons, directly or indirectly, jointly or severally exercise or could exercise control over the Company

There are no differences between the voting rights enjoyed by the EBT Shareholders described in this paragraph 8 and those enjoyed by any other holder of Shares

9 Major Shareholders' consents and irrevocable undertakings

Pursuant to the terms of the Shareholders' Agreement, the Scheme and the subsequent proposed Re-organisation require the prior written consent of Ringtone and at least three of Audley, Tartan, CRV and the Director appointed by the Managers. Further details of the Shareholders' Agreement are set out in paragraph 22 of this Part.

Each of Ringtone, Audley, Tartan, CRV and the Managers has given its or his written consent to the Scheme and the proposed Re-organisation. In addition, as at the latest practicable date prior to the publication of this document, the Company was in receipt of irrevocable undertakings to vote in favour of the Scheme at the Court Meeting from each of Ringtone (which holds approximately 24.7 per cent of the existing share capital of the Company), Audley (acting as investment manager for Audley European Opportunities Master Fund Limited, Audley Investment I and Audley Investment II, which together hold approximately 20.8 per cent of the existing share capital of the Company through K B (C1) Nominees Limited), Tartan (acting as investment manager for Tartan Investment Partners, LP, which holds approximately 13.4 per cent of the existing share capital of the Company through HSBC Global Custody Nominee (UK) Limited), CRV (which holds approximately 21.6 per cent of the existing share capital of the Company through Vidacos Nominees Limited) and the Managers (who collectively hold approximately 3.8 per cent of the existing share capital of the Company).

10. Incorporation and activity of NewHoldCo

NewHoldCo was incorporated in the Cayman Islands on 12 February 2010 under the Companies Law as an exempted company with the name EBT Digital Communications Retail Group and with registered number WK-237161.

NewHoldCo's registered office is at the offices of Walkers Corporate Services Limited, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9005.

NewHoldCo has not traded since incorporation and has undertaken no activities other than those associated with its administration and the Scheme.

11 Share capital of NewHoldCo

Pursuant to NewHoldCo's memorandum of association its current authorised share capital is £400,000 divided into 400,000,000 shares of 0.1 pence each. The authorised share capital can be increased by a special resolution of its shareholders.

On incorporation, the initial authorised share capital of NewHoldCo was £400,000 divided into 4,000,000 shares of par value £0.10 each in the capital of NewHoldCo. One share in the capital of NewHoldCo was issued to Walkers Nominees Limited, the subscriber to NewHoldCo's memorandum of association (such share being the "Subscriber Share"). The Subscriber Share was transferred to Ringtone for a consideration of £0.10 on 8 April 2010. Ringtone subscribed for a further 99 new shares of par value £0.10 each in the capital of NewHoldCo on 8 April 2010. By shareholder resolutions dated 20 May 2010, Ringtone resolved to vary the share capital of NewHoldCo from £400,000 divided into 4,000,000 ordinary Shares of a nominal or par value of £0.10 each, to £400,000 divided into 400,000,000 ordinary Shares of a nominal or par value of 0.1 pence each, and to subdivide the shares in the capital of NewHoldCo which had been issued to Ringtone into 10,000 shares of 0.1 pence each (the "Ringtone Shares"). Upon the Scheme becoming effective, NewHoldCo will repurchase the Ringtone Shares for nominal consideration and the Ringtone Shares will then be cancelled.

Save as disclosed in this paragraph 11, at the date of this document, there has been no issue of share or loan capital of NewHoldCo since its incorporation and no share or loan capital of NewHoldCo is under option or agreed to be put under option.

Save as disclosed in paragraph 18 of this Part, at the date of this document, NewHoldCo has no subsidiaries and, accordingly, there has been no material issue of share or loan capital by any subsidiary undertaking of NewHoldCo for cash or other consideration.

The New Shares have not been marketed, and are not available in whole or in part to the public otherwise than pursuant to the Scheme. No commissions, discounts, brokerages or other special terms have been granted in respect of the issue of any share capital of NewHoldCo.

- (a) cancelling the Scheme Shares on the Effective Date and applying the reserve arising from such cancellation in paying up in full a number of New Company Shares which is equal to the number of Scheme Shares cancelled and issuing such New Company Shares to BVICo,
- (b) BVICo issuing the New BVI Share to NewHoldCo in consideration for the issue of the New Company Shares by the Company to it, and
- (c) NewHoldCo issuing the New Shares to the Shareholders in consideration for the issue of the New BVI Share by BVICo to it

for each Scheme Share cancelled **one New Share**

Accordingly, the proposed authorised, issued and fully paid share capital of NewHoldCo as it will be following the Effective Date, and before the purchase and cancellation of the Ringtone Shares referred to in this paragraph 11, is as follows

Class	Authorised		Issued and paid	
	Number	Nominal Value	Number	Nominal Value
Shares of 0.1 pence each	400,000,000	£400,000	269,766,335	£269,766.34

12. Directors and secretary of NewHoldCo

The business address of each of the directors of NewHoldCo is Walker House, 87 Mary Street, George Town, Grand Cayman, KY1-9005, Cayman Islands

In all material respects, the terms of the Directors' appointments as directors of NewHoldCo are the same as the Directors' existing arrangements with the Company, details of which are set out in paragraph 7 of this Part

14. NewHoldCo Articles

Memorandum of association

Articles of association

22

14.1 Directors

(a) *Composition of the board of directors*

Unless otherwise determined by NewHoldCo in general meeting, the number of NewHoldCo Directors shall not be less than two and not more than five

(b) *Power to allot and issue New Shares and warrants*

Subject to the Companies Law and without prejudice to any special rights or restrictions for the time being attached to any New Shares, all New Shares for the time being unissued shall be under the control of the NewHoldCo directors who may issue, allot and dispose of the same to such persons, in such manner, on such terms and having such rights and being subject to such restrictions as NewHoldCo may from time to time determine by an ordinary resolution of the shareholders (or, in the absence of any such resolution, as the board of directors of NewHoldCo may determine) and grant options with respect to such New Shares and issue warrants or similar instruments with respect thereto, and, for such purposes, the NewHoldCo Directors may reserve an appropriate number of New Shares for the time being unissued

Notwithstanding the above, and subject to certain limited exceptions, before NewHoldCo may issue any New Shares, it must first offer each of the Key Shareholders the right to acquire a number of New Shares in the proportion which its existing holding of New Shares bears to the total number of New Shares held by all of the Key Shareholders

(c) *Power to dispose of the assets of NewHoldCo*

There are no specific provisions in the NewHoldCo Articles relating to the disposal of the assets of NewHoldCo. The NewHoldCo Board may, however, exercise all powers and do all acts and things which may be exercised or done or approved by NewHoldCo and which are not required by the NewHoldCo Articles or the Companies Law to be exercised or done by NewHoldCo in general meeting

(d) *Conflicts of interest*

Subject to the Companies Law, and limited exceptions set out in the NewHoldCo Articles, a NewHoldCo Director shall not vote (nor be counted in the quorum) in respect of any contract or arrangement or any other proposal whatsoever in which he has an interest which may be reasonably regarded as likely to give rise to a conflict of interest otherwise than by virtue of his holding of New Shares or other securities of or through the Company

(e) *Remuneration*

The ordinary remuneration of the NewHoldCo Directors shall from time to time be determined by the NewHoldCo Board except that such remuneration shall not exceed US\$300,000 per annum in aggregate or such higher sum as may from time to time be determined by ordinary resolution of NewHoldCo and shall (unless such resolution otherwise provides) be divisible among the NewHoldCo Directors as the NewHoldCo Board may agree, or, failing agreement, equally, except that any NewHoldCo Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office

The NewHoldCo Board may repay to any NewHoldCo Director all such reasonable expenses as he may properly incur in attending and returning from meetings of the NewHoldCo Board or of any committee of the NewHoldCo Board or general meetings or otherwise in connection with the performance of his duties as a NewHoldCo Director

(f) *Retirement, appointment and removal*

At each annual general meeting one-third of the NewHoldCo Directors for the time being shall retire from office by rotation (or, if their number is not a multiple of three, the number nearest to but not exceeding one-third) shall so retire provided always that all NewHoldCo Directors must be subject to re-election at intervals of no more than three years

The NewHoldCo Directors to retire by rotation shall include (so far as necessary to obtain the number required) any NewHoldCo Director who wishes to retire and not to offer himself for re-election. Any further NewHoldCo Directors so to retire shall be those

of the other NewHoldCo Directors subject to retirement by rotation who have been longest in office since their last re-election and so that as between persons who became or were last re-elected NewHoldCo Directors on the same day those to retire shall, unless they otherwise agree among themselves, be determined by lot together with those who in the absence of any such retirement would continue in office for a period in excess of three years. A retiring NewHoldCo Director shall be eligible for re-election.

NewHoldCo may by ordinary resolution appoint any person who is willing to act to be a NewHoldCo Director, either to fill a vacancy or as an addition to the existing NewHoldCo Board, but so that the total number of NewHoldCo Directors shall not at any time exceed any maximum number fixed by or in accordance with the NewHoldCo Articles. The NewHoldCo Board may also appoint NewHoldCo Directors.

A NewHoldCo Director may be removed by an ordinary resolution of NewHoldCo before the expiration of his period of office (but without prejudice to any claim which such NewHoldCo Director may have for damages for any breach of any contract between him and NewHoldCo) and may by ordinary resolution appoint another in his place.

The office of a NewHoldCo Director shall be vacated if

- (i) he ceases to be a NewHoldCo Director by virtue of any provision of the Companies Law or he becomes prohibited by any applicable law from being a NewHoldCo Director,
- (ii) he becomes bankrupt or makes any arrangements or composition with his creditors,
- (iii) he dies or is found to be or becomes of unsound mind,
- (iv) he resigns by notice in writing to NewHoldCo,
- (v) he shall for more than six consecutive months have been absent without permission of the NewHoldCo Board from meetings of the NewHoldCo Board held during that period and the NewHoldCo Board resolves that his office be vacated, or
- (vi) notice stating he is removed from office as a NewHoldCo Director is served upon him signed by all his co-NewHoldCo Directors who must account to the Members at the next general meeting of NewHoldCo. If a NewHoldCo Director holds an appointment to an executive office which automatically determines on his removal from office under this or the preceding sub-item such removal shall be deemed an act of NewHoldCo and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and NewHoldCo.

(g) *Borrowing powers*

The NewHoldCo Directors may exercise all the powers of NewHoldCo to borrow money and to mortgage or charge all or part of its undertaking, property and uncalled capital or any part thereof, to issue debentures, debenture stock, and other securities whenever money is borrowed or as security for any debt, liability or obligation of NewHoldCo or of any third party.

14.2 Requirements for annual general meetings

The NewHoldCo Directors shall convene a general meeting at least once each calendar year.

14.3 Notices of general meetings and business to be conducted thereat

At least fourteen days' notice in writing, exclusive of the date service is deemed to take place and the day on which the meeting is held, specifying the place, the day and the hour of the meeting and, in case of special business, the general nature of that business (in which case such notice is deemed a special notice), shall be given to such persons as are, under the NewHoldCo Articles, entitled to receive such notices from NewHoldCo, but with the consent of New Shareholders holding 95 per cent in nominal or par value of New Shares entitled to receive notice of some particular meeting and attend and vote thereat, that meeting may be convened by such shorter notice or without notice and in such manner as those New Shareholders may think fit.

All business carried out at a general meeting shall be deemed special with the exception of (a) the consideration of the accounts, balance sheets, and any report of the NewHoldCo Directors or of

NewHoldCo's auditors, (b) the appointment and removal of NewHoldCo Directors, and (c) the fixing of the remuneration of NewHoldCo's auditors

No special business shall be transacted at any general meeting without the consent of all members of NewHoldCo entitled to receive notice of that meeting unless notice of such special business has been given in the notice convening that meeting

14.4 Quorum for general meetings

No business, other than the appointment of a chairman, shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business

The quorum for a general meeting shall be two members present in person or by proxy and entitled to vote at that meeting

14.5 Special/ordinary resolution majorities required

Pursuant to the NewHoldCo Articles, a special resolution of NewHoldCo must be passed by a majority of not less than two-thirds of such members as, being entitled so to do, vote in person or, in the case of such members being corporations, by their duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of which notice, specifying the intention to propose the resolution as a special resolution, has been duly given, or in writing by all members of NewHoldCo entitled to vote at a general meeting of NewHoldCo

An ordinary resolution is defined in the NewHoldCo Articles to mean a resolution passed by a simple majority of such members as, being entitled to do so, vote in person or, in the case of such members being corporations, by their duly authorised representatives or, where proxies are allowed, by proxy at a general meeting held in accordance with the NewHoldCo Articles, or in writing by a majority of 75 per cent or more of the votes of New Shares entitled to vote at a general meeting of NewHoldCo

14.6 Voting rights

Subject to any rights and restrictions for the time being attached to any New Share, on a show of hands every New Shareholder present in person and every person representing a New Shareholder by proxy shall, at a general meeting of NewHoldCo, each have one vote and on a poll every New Shareholder and every person representing a New Shareholder by proxy shall have one vote for each New Share of which he or the person represented by proxy is the holder

14.7 Modification of Rights

The rights attached to any class of New Shares for the time being issued (unless otherwise provided by the terms of issue of the New Shares of that class) may only be varied or abrogated with the consent in writing of the holders of not less than three-quarters in nominal or par value of the issued New Shares of the relevant class or with the sanction of a resolution passed at a separate meeting of the holders of the New Shares of such class by a majority of three-quarters of the votes cast at such a meeting. To every such separate meeting all the provisions of the NewHoldCo Articles relating to general meetings of NewHoldCo or to the proceedings thereat shall, *mutatis mutandis*, apply except that the necessary quorum shall be two or more persons at least holding or representing by proxy one-third in nominal or par value amount of the issued New Shares of the relevant class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those holders of issued New Shares of the relevant class who are present shall be a quorum) and that every holder of issued New Shares of the class present may demand a poll and every such person shall on a poll have one vote for each New Share of the class held by such shareholder. For such purposes, the NewHoldCo Directors may treat all classes, or any two or more classes, as forming one class if the NewHoldCo Directors consider that all such classes would be affected in the same way by the proposals under consideration but in any other case will treat them as separate classes

14.8 Transfer of New Shares

New Shares may be transferred in accordance with the NewHoldCo Articles, subject to the written consent of the NewHoldCo Directors by using such form or forms as may from time to time be prescribed by the NewHoldCo Directors and be executed by or on behalf of the transferor and if in

respect of a nil or partly paid up New Share, or if so required by the NewHoldCo Directors, shall also be executed on behalf of the transferee

The NewHoldCo Articles provide that, subject to certain exceptions, the Key Shareholders shall not, and shall not agree to, transfer, mortgage, charge or otherwise dispose of the whole or any part of his interest in, or grant any option or other rights over, any New Shares in the capital of NewHoldCo to any person, unless provisions setting out pre-emptive rights of transfer to the other Key Shareholders are first complied with

If a *bona fide* third party who is not an associate of a New Shareholder makes an arms' length offer to the New Shareholders on the same terms for each New Shareholder to acquire all of their New Shares for cash (or for assets for which there is a ready market for sale in exchange for cash) then New Shareholders who wish to accept the offer and who hold between them at least 50 per cent of the issued New Shares may commence a process to require the remaining New Shareholders to sell their New Shares to the purchaser

If any transfer of New Shares would result in the transferee (including his associates) becoming the holder of a controlling interest in the New Shares, the transferor must require that the transferee makes an offer to all other New Shareholders to acquire their New Shares for a consideration per New Share at least equal to the highest consideration per New Share paid or payable by the transferee for any New Share during the period of 12 months ending on the date of the offer

14.9 Dividends

Subject to any rights and restrictions for the time being attached to any New Shares, the NewHoldCo Directors may from time to time declare dividends (including interim dividends) and other distributions on New Shares in issue and authorise payment of the same out of the funds of NewHoldCo lawfully available therefor

14 10 Procedures on liquidation

If NewHoldCo shall be wound up, the liquidator may, with the sanction of an ordinary resolution divide amongst the New Shareholders in specie the whole or any part of the assets of NewHoldCo (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the New Shareholders or different classes. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the New Shareholders as the liquidator, with the like sanction shall think fit, but so that no New Shareholder shall be compelled to accept any asset whereon there is any liability

14 11 Amendments to the memorandum and articles of association of NewHoldCo

NewHoldCo's memorandum and articles of association may be amended by a special resolution of the holders of the New Shares in accordance with the Companies Law

14.12 Other Rights and Liabilities

All New Shareholders are entitled to the benefit of, and are bound by and are deemed to have notice of, the provisions of NewHoldCo's memorandum and articles of association. Under the terms of the memorandum and articles of association, the liability of any New Shareholder is limited to the any amount unpaid on their New Shares

15. Comparison between the EBT Articles and NewHoldCo Articles

The information in the table below is in summary form only, and you should examine the EBT Articles and the NewHoldCo Articles carefully before making a decision in relation to the Scheme

<i>Subject</i>	<i>EBT Articles</i>	<i>NewHoldCo Articles</i>
Composition of the Board	The number of Directors shall not be less than two and not more than six	The number of NewHoldCo Directors shall not be less than two and not more than five

<i>Subject</i>	<i>EBT Articles</i>	<i>NewHoldCo Articles</i>
Power to allot and issue shares	Subject to applicable laws, the power to issued unissued EBT Shares shall rest with the Directors	Subject to rights of pre-emption in favour of the Key Shareholders, the power to issued unissued New Shares shall rest with the NewHoldCo Directors
	No rights of pre-emption apply in favour of the Key Shareholders	
Power to dispose of assets	Directors may exercise all powers and do all acts which may be performed by the Company	NewHoldCo Directors may exercise all powers and do all acts which may be performed by NewHoldCo
Conflicts of interest	Subject to exceptions, Directors may not vote in relation to matters which may (or may reasonably be regarded) as giving rise to a conflict of interest	Subject to exceptions, NewHoldCo Directors may not vote in relation to matters which may (or may reasonably be regarded) as giving rise to a conflict of interest
Remuneration of directors	Directors' aggregate remuneration shall not exceed US\$300,000 per annum (unless otherwise approved by ordinary resolution)	NewHoldCo Directors' aggregate remuneration shall not exceed US\$300,000 per annum (unless otherwise approved by ordinary resolution)
Retirement, appointment and removal	At each annual general meeting one-third of the Directors shall retire and be subject to re-election. The Company may appoint and remove Directors by ordinary resolution. The Board may also appoint and remove Directors	At each annual general meeting one-third of the NewHoldCo Directors shall retire and be subject to re-election. NewHoldCo may appoint and remove NewHoldCo Directors by ordinary resolution. The NewHoldCo Board may also appoint and remove NewHoldCo Directors
Borrowing powers	The Board may exercise all of the powers of the Company to borrow money, to give guarantees and to charge or mortgage all or part of the Company's assets	The NewHoldCo Directors may exercise all of the powers of NewHoldCo to borrow money, and to charge or mortgage all or part of NewHoldCo's assets
Annual general meetings	The Board shall convene and the Company shall hold annual general meetings in accordance with the requirements of applicable laws at such time and place as the Board may determine	The NewHoldCo Directors shall convene a general meeting at least once in each calendar year
Notices of general meetings	An annual general meeting shall be called by not fewer than 21 days' notice and any other general meeting by not fewer than 14 days' notice	At least 14 days' notice in writing to be given
Quorum at general meetings	Two holders of Shares (in person or by proxy)	Two holders of New Shares (in person or by proxy)
Special resolution majorities	A special resolution can be passed in general meeting by a majority of not less than 75 per cent of the members entitled to vote, and in writing by members representing 75 per cent of the total voting rights of eligible members. Written resolutions may only be proposed by the directors or	Two-third of the holders of New Shares entitled to vote on the matter, or all holders of New Shares entitled to vote on the matter where the resolution is taken in writing

<i>Subject</i>	<i>EBT Articles</i>	<i>NewHoldCo Articles</i>
	members holding at least 5 per cent of the issued shares (unless the articles state a lower percentage) of the Company. The removal of a director or auditor before the expiration of his/its period of office may not be passed by written resolution.	
Ordinary resolution majorities	An ordinary resolution can be passed in a general meeting or in writing by members representing a simple majority of the total voting rights of eligible members. Written resolutions may only be proposed by the directors or members holding at least 5 per cent of the issued shares (unless the articles state a lower percentage) of the Company. The removal of a director or auditor before the expiration of his/its period of office may not be passed by written resolution.	A simple majority of the holders of New Shares entitled to vote on the matter, or a majority of 75 per cent or more of the votes of New Shares entitled to vote on the matter where the resolution is taken in writing.
Voting rights	Subject to applicable law, each EBT Shareholder present at a general meeting (in person or by proxy) shall have one vote on a show of hands and one vote for each EBT Share held by him on a poll.	Each New Shareholder present at a general meeting (in person or by proxy) shall have one vote on a show of hands and one vote for each New Share held by him on a poll.
Modification of rights	Subject to applicable laws, the rights attached to any class of EBT Shares in issue may only be varied or abrogated with the consent in writing of the holders of not less than three-quarters in nominal value of the issued EBT Shares of the relevant class.	The rights attached to any class of New Shares in issue may only be varied or abrogated with the consent in writing of the holders of not less than three-quarters in nominal or par value of the issued New Shares of the relevant class.
Transfer of shares	EBT Shares may be transferred with the consent of the Board. No pre-emptive transfer rights apply in favour of the other Key Shareholders in relation to any transfer of EBT Shares by a Key Shareholder.	New Shares may be transferred with the consent of the NewHoldCo Directors. Pre-emptive transfer rights in favour of the other Key Shareholders apply to any transfer of New Shares by a Key Shareholder.
Drag along rights	Drag along rights will apply where EBT Shareholders holding at least 50 per cent of the issued EBT Shares accept an offer by a <i>bona fide</i> third party to acquire all of their EBT Shares.	Drag along rights will apply where New Shareholders holding at least 50 per cent of the issued New Shares accept an offer by a <i>bona fide</i> third party to acquire all of their New Shares.
Tag along rights	Tag along rights will apply in relation to any transfer of shares which would result in the transferee acquiring a controlling interest in the EBT Shares.	Tag along rights will apply in relation to any transfer of shares which would result in the transferee acquiring a controlling interest in the New Shares.
Dividends	<i>Final dividends</i> Subject to applicable laws, the Company may by ordinary resolution	The NewHoldCo Directors may from time to time declare dividends.

<i>Subject</i>	EBT Articles declare dividends, but no such dividend shall exceed the sum recommended by the Board Interim dividends The Board may declare and pay fixed dividends on any class of Shares carrying a fixed dividend, and may also from time to time declare and pay interim dividends	NewHoldCo Articles (including interim dividends) in relation to New Shares
Liquidation	Subject to applicable laws, on a liquidation of the Company, the liquidator may, with the sanction of a special resolution divide amongst the EBT Shareholders the whole or any part of the assets of the Company and may, for such purpose set such value as he deems fair upon any one or more classes of property and may determine how such division shall be carried out as between the EBT Shareholders or different classes	On a liquidation of NewHoldCo, the liquidator may, with the sanction of an ordinary resolution divide amongst the New Shareholders the whole or any part of the assets of NewHoldCo and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the New Shareholders or different classes
Amendments to memorandum and articles of association	Not provided for	NewHoldCo's memorandum and articles of association may be amended by a special resolution of the holders of the New Shares

16. Principal differences between English and Cayman Islands company law

Shareholders of a Cayman Islands incorporated company may not have the same protections (including protections against takeovers) which are equivalent to shareholders of a company incorporated in England and Wales.

As NewHoldCo is incorporated in the Cayman Islands it is subject to the laws of that jurisdiction. The Companies Act does not apply to NewHoldCo and Cayman Islands law does not provide identical shareholder protections to those contained in the Companies Act. Set out below is a description of certain differences between companies incorporated in England and Wales and the Cayman Islands.

- (i) *Pre-emption rights* Shareholders do not have statutory pre-emption rights under the Companies Law over further issues of shares in NewHoldCo. Certain restrictions on the ability of the NewHoldCo directors to allot shares are contained in the NewHoldCo Articles, which may be amended by a special resolution of shareholders.
- (ii) *Takeovers* The Companies Law does not contain provisions similar to those in the City Code on Takeovers and Mergers (the "**City Code**") which oblige a person or persons acquiring at least 30 per cent of voting rights in a company to which the City Code applies to make an offer to acquire the remainder of the shares in such company. The New Shares are subject to the compulsory acquisition ("**Squeeze Out**") provisions set out in Section 88 of the Companies Law. Under these provisions, any offeror making a takeover offer which, within four months of making the offer, has been approved by the holders of not less than 90 per cent in value of the shares to which the offer relates, is entitled to acquire compulsorily from dissenting shareholders those shares which have not been acquired or contracted to be acquired on the same terms as under the offer.
- (iii) *Disclosure of interests in shares* The rules on disclosure by shareholders of interests in a company under the Disclosure and Transparency Rules of the UK Financial Services Authority and under sections 793 and related sections of the Companies Act are not applicable to NewHoldCo. Under the Companies Law, shareholders are not obliged to disclose their interests in the NewHoldCo in the same way as shareholders of a company governed by the

Disclosure and Transparency Rules and the Companies Act The NewHoldCo Articles incorporate provisions relating to disclosures of interests in the Company, but these may be amended by a special resolution of the shareholders

17. Incorporation and activity of BVICo

BVICo was incorporated in the British Virgin Islands on 12 February 2010 under the BVI Business Companies Act 2004 (as amended) of the British Virgin Islands as a business company with the name EBT Digital Communications Retail Limited and with registered number 1571258

BVICo's registered office is at the offices of Walkers Corporate Services (BVI) Limited, Walkers Chambers, 171 Main Street, Road Town, Tortola, British Virgin Islands VG1110

BVICo has not traded since incorporation and has undertaken no activities other than those associated with its administration and the Scheme

18. Share capital of BVICo

BVICo's memorandum of association limits the maximum amount of shares it may issue to, in aggregate, US\$50,000 divided into 50,000 shares of US\$1 00 each

On incorporation, one share in the capital of BVICo was issued to NewHoldCo for a consideration of US\$1 00 on 12 February 2010

Save as disclosed in this paragraph 18, at the date of this document, there has been no issue of share or loan capital of BVICo since its incorporation and no share or loan capital of BVICo is under option or agreed to be put under option

At the date of this document, BVICo has no subsidiaries and, accordingly, there has been no material issue of share or loan capital by any subsidiary undertaking of BVICo for cash or other consideration

The New BVI Share has not been marketed, and is not available in whole or in part to the public No commissions, discounts, brokerages or other special terms have been granted in respect of the issue of any share capital of BVICo

Under the Scheme, BVICo will issue the New BVI Share, credited as fully paid, to NewHoldCo Accordingly, the proposed authorised, issued and fully paid share capital of BVICo as it will be following the Effective Date is as follows

<i>Class</i>	<i>Authorised</i>		<i>Issued and paid</i>	
	<i>Number</i>	<i>Nominal Value</i>	<i>Number</i>	<i>Nominal Value</i>
Shares of US\$1 00 each	50,000	US\$50,000	2	US\$2 00

19. Directors of BVICo

All of the existing Directors of the Company were appointed directors of BVICo on 12 February 2010 The directors of BVICo have been appointed to the board of BVICo in the same capacities they currently hold on the Board

The business address of each of the directors of BVICo is Walkers Chambers, 171 Main Street, Road Town, Tortola, British Virgin Islands, VG1110

20. BVICo directors' remuneration and benefits

In all material respects, the terms of the Directors' appointments as directors of BVICo are the same as the Directors' existing arrangements with the Company, details of which are set out in paragraph 7 of this Part

There are no outstanding loans or guarantees granted or provided by BVICo to, or for the benefit of, any of the directors of BVICo

21. Share Schemes

21.1 Effect of the proposed Scheme on the Share Schemes

The majority of options outstanding under the Share Schemes are already exercisable To the extent that they are not, they will become exercisable for a period of time either at the date of this document (in the case of the Trading Exchange plc long-term incentive plan 2004 and the Tradingsports Exchange Systems plc "Everyman" long-term incentive plan 2004) or on the date on which the Court sanctions the Scheme

The Company and NewHoldCo propose to offer optionholders the opportunity to exchange their options over EBT Shares for options over New Shares. All other terms and conditions will remain the same, as summarised below.

21.2 The EBT Mobile China plc share option scheme 2007 and the EBT China plc share option scheme 2009 (the "Schemes")

As at 22 June 2010, the latest practicable date prior to the publication of this document, there were options outstanding over 5,728,000 shares under the Schemes.

(a) The Schemes

The Schemes apply only in relation to options exchanged for options over New Shares. No new options will be granted under the Schemes. The rules of the Schemes are similar, except where specified below.

(b) Administration

The Schemes are administered by the Board or a duly authorised committee of the Board.

(c) Exercise of options

Under the 2007 Scheme, the options are exercisable in three equal tranches after one, two and three years if specified price targets are met (or, if later, the date on which that target is met).

Under the 2009 Scheme, 50 per cent of the options granted are normally exercisable at the rate of 1/16 quarterly over a period of four years from the date of grant. The remaining 50 per cent are exercisable only on a listing, sale or change of control if the performance target has been satisfied. Special provisions apply if the optionholder dies or if the optionholder's employment terminates by reason of permanent incapacity, wrongful or constructive dismissal or where the employment contract is terminated in circumstances where the optionholder is not in breach of contract.

In both the 2007 and 2009 Schemes, a change in control will normally result in options being exercisable for a short time after which they will lapse. Options will normally lapse on the tenth anniversary of the date of grant.

(d) Performance measures

Under the 2007 Scheme, the options are exercisable if the Company's average share price over 20 days (as below) is as follows:

<i>Share Price (pence)</i>	<i>Percentage of option exercisable</i>
36	33.3
43	33.3
52	33.4

Under the 2009 Scheme, the performance condition is set by reference to the Company's share price at the date of a sale, listing or change of control, as set out in the table below:

<i>Share Price (pence)</i>	<i>Percentage of option exercisable</i>
6	0
16	25
26	50
36	75
46	100

If the share price is between the two prices shown in the table, the percentage of the option that is exercisable is calculated on a straight-line basis.

(e) Shares

Shares issued on the exercise of an option will rank *pari passu* with existing Shares except for any rights attached to such Shares by reference to a record date prior to the date of allotment.

(f) *Variation of share capital*

Under the 2007 Scheme, on any variation of the share capital by way of capitalisation or rights issue or by consolidation, sub-division or reduction of capital or otherwise, the Board may make such adjustments as it considers appropriate to the exercise price and/or the number of Shares comprised in an option. No such adjustment may be made without the written confirmation from the Company's auditors that it is in their opinion fair and reasonable.

Under the 2009 Scheme, on any variation of the share capital by way of capitalisation or rights issue or by consolidation, sub-division or reduction of capital or otherwise, the Board may adjust the exercise price and/or number of shares comprised in an option so that the total exercise price multiplied by the number of shares in relation to an option remains the same (as nearly as possible).

(g) *Amendments to the Schemes*

The Board may amend the Schemes at any time in any respect. No amendment may be made to alter to the material disadvantage of any option holder any rights already acquired by him (except in the case of the 2009 Scheme where such amendments may be made with written consent from the optionholder).

21.3 The Trading Exchange plc long-term incentive plan 2004 and the Tradingsports Exchange Systems plc "Everyman" long-term incentive plan 2004 (the "LTIPs")

As at 22 June 2010, the latest practicable date prior to the publication of this document, there were options outstanding over 1,773,000 shares under the LTIPs.

(a) *The LTIPs*

The LTIPs are similar in every respect to which this summary relates.

(b) *Administration*

The LTIPs are administered by the remuneration committee of the board of directors (the "Committee").

(c) *Exercise of Awards*

Options are already exercisable and the performance conditions have been satisfied.

Options will lapse at the expiry of ten years from the date of grant.

(d) *Variation of awards*

The Committee may at any time make such adjustments to any outstanding awards as it shall deem appropriate in the event of any capitalisation issues, rights issue, subdivision, consolidation or reduction or other variation in the share capital of the Company.

(e) *Amendments to the LTIPs*

The Board may amend the LTIPs at any time in any respect. The rules of the LTIPs relating to eligibility, limits on the number of Shares available under the LTIPs, the basis for determining an eligible employee's participation, the maximum entitlement of any participant, terms for share transfer and to the adjustment of awards on a variation of capital and to the amendment provisions may not, however, be amended to the advantage of existing or future optionholders without the prior approval of the Company in general meeting except that the Board may

(i) make any amendments necessary to comply with or take account of a change in legislation and to obtain or maintain favourable taxation, exchange control or regulatory treatment of the Company, any of its subsidiaries or any optionholder, and

(ii) make minor amendments to benefit the administration of the LTIPs.

21.4 2005 Options

Individual options were granted over shares in EBT Mobile Limited on 1 June 2005. These were exchanged for options over shares in the Company on 15 August 2005. The replacement options were granted over Shares with a subscription price of £0.0197 per share. As at 22 June 2010, the latest practicable date prior to the publication of this document, there were options outstanding over 1,507,554 shares under the 2005 Options.

(a) *Exercise of options*

The options have both vested in full and may be exercised at any time until the 10th anniversary of their original grant date

(b) *Variation of options*

If there is any alteration in the capital structure of the Company by way of capitalisation of profits or reserves, rights issue, consolidation, sub-division or reduction of the share capital, the Board may make such amendments to the options as it deems appropriate and as the auditors of the Company certify in writing to be fair and reasonable

(c) *Amendment of options*

The terms and conditions of the options may be altered by the Board except that no alteration may adversely effect the terms of issue of an option without the consent of the optionholder

22. Material contracts

22.1 *Contracts entered into by members of the Group*

The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by members of the Group in the period beginning on 24 June 2008 (being the date two years prior to the date of this document) and ending on the latest practicable date prior to the publication of this document and are or may be material

(a) *Subscription Agreement*

The Company and Ringtone have entered into a subscription agreement (the "**Subscription Agreement**") dated 20 August 2009 Pursuant to the terms of the Subscription Agreement, the Company agreed to allot and issue 66,611,111 EBT Shares to Ringtone at a subscription price of £0.09 per EBT Share

The proceeds of the subscription of EBT Shares by Ringtone were utilised by the Company to open new mobile phone/digital specialty retail stores branded by, or co-branded with, "EBT", for strategic mergers and acquisitions and as general working capital

Pursuant to the Subscription Agreement, the Company undertook to implement an operational restructuring of the Group and to use reasonable efforts to initiate a redomestication plan within one year of approval of such plan by the Board The Company also undertook to adopt new articles of association at its next general meeting

(b) *Shareholders' Agreement*

The Company, Ringtone, Audley, Tartan, CRV and the Managers have entered into the Shareholders' Agreement dated 24 August 2009 The Shareholders' Agreement is intended to regulate the relationship between the Company and Ringtone, Audley, Tartan and CRV as key shareholders in the Company

Under the Shareholders' Agreement, each of Ringtone, Audley, Tartan and CRV shall have the right, for so long as it holds at least 10 per cent of the issued EBT Shares, to nominate one Director (and such Director shall also be a member of any committee of the Board) Ringtone has nominated Mark Qiu as its Director and CRV has nominated James Reiman as its Director Audley and Tartan may only exercise their rights to appoint a Director upon the termination of the directorship of Daniel Skaff or Stephen Davidson by jointly selecting his replacement The Managers shall have the right, for so long as they collectively hold at least 5 per cent of the issued EBT Shares, to nominate one Director (and such Director shall also be a member of any committee of the Board), which person shall be the Chief Executive Officer of the Company The Managers have nominated Zhang Ge as their Director

The parties to the Shareholders' Agreement have undertaken to exercise all voting rights and powers of control available to them to procure that the Company shall not take certain actions without the prior written consent of any four of Ringtone, Audley, Tartan, CRV and the Director appointed by the Managers (unless, in certain cases, the Director appointed by the Managers has a conflict of interests, in which case the prior written consent of any three of Ringtone, Audley, Tartan and CRV shall be required) Such reserved matters include expanding, developing or evolving the business of the Company other than through the Company or a wholly-owned subsidiary of the Company

In addition, the parties to the Shareholders' Agreement have undertaken to exercise all voting rights and powers of control available to them to procure that the Company shall not take certain actions without the prior written consent of Ringtone and any three of Audley, Tartan, CRV and the Director appointed by the Managers. Such reserved matters include

- (i) making any amendment to the memorandum or articles of association of any member of the Group which would materially alter the rights of the EBT Shareholders or any subset thereof,
- (ii) entering into change of control transactions, including any disposition of substantial assets, business, undertaking, property, intellectual property rights or other assets, except in connection with a sale of goods or services in the ordinary course of business of the Group or for a sale of all or a substantial part of the existing Shares in which the aggregate value of all Shares is valued at or more than US\$250 million,
- (iii) allowing any amalgamation, demerger, merger, corporate reconstruction or consolidation of the Company however effected,
- (iv) taking any steps to wind up or dissolve the Company, including making a proposal for a voluntary arrangement under section 1 of the Insolvency Act 1986,
- (v) authorising, creating or issuing any Shares, on a cumulative basis, that will constitute more than 20 per cent of the share capital of the Company at the relevant time, and
- (vi) implementing any specific plan for changing the place of incorporation of the holding company of the Group from the United Kingdom to the Cayman Islands

The Company has also undertaken not to issue any Shares to any person except in accordance with certain pre-emption rights set out in the Shareholders' Agreement, pursuant to which Ringtone, Audley, Tartan, CRV and the Managers shall have the right to subscribe to any such new Shares in proportion to their existing shareholdings. These pre-emptive rights shall not apply to any Shares issued in connection with a business combination, including the Company's acquisition of another company by merger, consolidation, scheme of arrangement or asset purchase or other re-organisation, provided that such transactions shall have been approved in accordance with the Shareholders' Agreement.

(c) *Termination Deed*

The Company, Ringtone, Audley, Tartan, CRV and the Managers have entered into a deed of termination and release relating to the Shareholders' Agreement dated 21 May 2010 (the "**Termination Deed**") Pursuant to the Termination Deed, the parties have agreed to terminate the Shareholders' Agreement and waive all rights or claims against the other parties under or in connection with the Shareholders' Agreement, conditional upon

- (i) the Scheme becoming effective pursuant to its terms, and
- (ii) NewHoldCo, Ringtone, Audley, Tartan, CRV and the Managers entering into the New Shareholders' Agreement (further details of which are set out in paragraph 22.2 of this Part)

22.2 Contracts entered into by NewHoldCo and BVICo

NewHoldCo, Ringtone, Audley, Tartan, CRV and the Managers have entered into a shareholders' agreement dated 21 May 2010 (the "**New Shareholders' Agreement**") The New Shareholders' Agreement is intended to regulate the relationship between NewHoldCo and Ringtone, Audley, Tartan and CRV as key shareholders in NewHoldCo, and is expressed to take effect from the Effective Date.

The terms of the New Shareholders' Agreement are materially similar to those contained in the Shareholders' Agreement, as described in paragraph 22.1(b) above, with the following exceptions

- (a) references to "the Company" in paragraph 22.1(b) above should be construed as references to NewHoldCo in the context of the New Shareholders' Agreement,
- (b) references to "EBT Shares" in paragraph 22.1(b) above should be construed as references to New Shares in the context of the New Shareholders' Agreement,
- (c) references to "a Director" or "the Directors" in paragraph 22.1(b) above should be construed as references to a NewHoldCo Directors or the NewHoldCo Directors respectively,

- (d) the terms of the New Shareholders' Agreement differ from those contained in the Shareholders' Agreement where required to reflect the difference in jurisdiction and applicable law between the Company and NewHoldCo, and
- (e) where a party loses the right to nominate a Director as a result of its holding of New Shares falling below the specified percentage, the remaining parties (other than NewHoldCo) may by unanimous consent nominate an additional Director to replace the Director previously nominated by that party

Other than as contained in this paragraph 22.2, none of NewHoldCo nor BVICo has entered into any contracts, not being contracts entered into in the ordinary course of business, in the period beginning on the date of its incorporation and ending on the latest practicable date prior to the publication of this document which are or may be material

23 Amendments to the EBT Articles

Part of the Special Resolution to be approved by the Shareholders at the General Meeting relates to the approval of certain changes to the EBT Articles. The changes are set out in full in the notice of General Meeting in Part 8 of this document.

The proposed new Article 3A set out in paragraph 2 of the Special Resolution provides a mechanism to deal with existing rights over EBT Shares. Under the proposed new Article 3A, if the Company issues EBT Shares (other than to BVICo or its nominee(s))

- (a) between the approval of the Scheme at the Court Meeting and the Scheme Record Time, they will be subject to the Scheme, and
- (b) after the Scheme becomes effective, BVICo will automatically become entitled to acquire such EBT Shares in consideration for procuring that NewHoldCo issues or procures the transfer of an equivalent number of New Shares

24. No material change

Save as disclosed in this document, there has been no known material change in the financial or trading position of the Company since 31 December 2009, being the date to which the latest published audited financial statements of the Company were drawn up.

25 Material litigation

No member of the Group, NewHoldCo nor BVICo, is or has been engaged in any governmental, legal or arbitration proceedings, claims, disputes or investigations (including any such proceedings, claims, disputes or investigations which are pending or threatened of which the Company is aware) during the period covering at least the 12 months preceding the date of this document which may have, or have had in the recent past, a significant effect on the Company or the Group's financial or trading position or profitability.

26 Documents available for inspection

Copies of the following documents will be available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) up to and including the Effective Date at the offices of Hogan Lovells International LLP at Atlantic House, Holborn Viaduct, London EC1A 2FG.

- (a) the memorandum and articles of association of the Company,
- (b) the memorandum and articles of association of NewHoldCo,
- (c) the memorandum and articles of association of BVICo,
- (d) the audited consolidated accounts of the Company for the three financial years ended 31 December 2009,
- (e) copies of the undertakings referred to in paragraphs 6 and 9 above,
- (f) copies of the written consents referred to in paragraph 9 above,
- (g) copies of the material contracts referred to in paragraph 22 above,
- (h) this document and the Forms of Proxy, and
- (i) copies of the Scheme Document and any revised versions of the Scheme Document

PART 5
THE SCHEME OF ARRANGEMENT

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT
REGISTRAR NICHOLLS

NO 4957 OF 2010

IN THE MATTER OF EBT MOBILE CHINA PLC
- and -
IN THE MATTER OF THE COMPANIES ACT 2006

SCHEME OF ARRANGEMENT
(under Part 26 of the Companies Act 2006)
between
EBT MOBILE CHINA PLC
and
THE HOLDERS OF THE SCHEME SHARES
(as hereinafter defined)

PRELIMINARY

- (A) In this Scheme, unless inconsistent with the subject or context, the following expressions bear the following meanings

"Business Day" means a day, other than a Saturday, Sunday, public holiday or bank holiday, on which banks are generally open for normal business in the City of London,

"BVico" means EBT Digital Communications Retail Limited, a business company incorporated in the British Virgin Islands with registered number 1571258, having its registered office at the offices of Walkers Corporate Services (BVI) Limited, Walkers Chambers, 171 Main Street, Road Town, Tortola, British Virgin Islands,

"certificated form" or **"in certificated form"** means a share or other security which is not in uncertificated form (that is, not in CREST),

"Companies Law" means the Companies Law, CAP 22 of the Cayman Islands, as amended,

"Company" means EBT Mobile China PLC, a public limited company incorporated in England and Wales with registered number 4654471, having its registered office at Phoenix House, 18 King William Street, London EC4N 7HE,

"Court" means the High Court of Justice in England and Wales,

"Court Meeting" means the meeting of the holders of EBT Shares convened with the permission of the Court pursuant to section 896 of the Companies Act 2006 for 3 00 p m on 27 July 2010 to consider and, if thought fit, approve the Scheme, including any adjournment thereof,

"CREST" means the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear UK & Ireland Limited in accordance with the Regulations,

"EBT Shares" or **"Shares"** means ordinary shares of 0 1 pence each in the capital of the Company,

"Effective Date" means the date on which this Scheme becomes effective in accordance with its terms,

"holder" means a registered holder and includes any person(s) entitled by transmission,

"New BVI Share" means one share of US\$1 00 in the capital of BVICo to be allotted and issued to NewHoldCo in accordance with the Scheme,

"New Company Shares" means new ordinary shares of 0 1 pence each in the capital of the Company to be allotted and issued to BVICo in accordance with the Scheme,

"NewHoldCo" means EBT Digital Communications Retail Group, an exempted company incorporated in the Cayman Islands with registered number WK-237161, having its registered office at the offices of Walkers Corporate Services Limited, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9005, Cayman Islands,

"New Shares" means new shares of 0 1 pence each in the capital of NewHoldCo to be allotted and issued in accordance with the Scheme,

"Order" means the order of the Court sanctioning the Scheme and confirming the reduction of capital involved in the Scheme,

"Order Date" means the date on which the Order is made or, if later, the date on which the Order is expressed to take effect,

"Regulations" means the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended from time to time,

"Relevant Holders" means holders of Shares whose names appear in the register of members of the Company at the Scheme Record Time,

"Scheme" means this scheme of arrangement in its present form or with or subject to any modification, addition or condition approved or imposed by the Court,

"Scheme Record Time" means 6 00 p.m. (London time) on the Business Day immediately preceding the Order Date,

"Scheme Shares" means

- (a) all EBT Shares in issue at the date of this document,
- (b) all (if any) additional EBT Shares issued after the date of this document but up to the Voting Record Time, and
- (c) all (if any) further EBT Shares which may be issued at or after the Scheme Record Time but at or prior to 6 00 p.m. on the Business Day immediately preceding the Order Date in respect of which the original or any subsequent holder thereof shall be bound by the Scheme or shall by such time have agreed in writing to be bound by the Scheme,

save for any Shares registered in the name of (or beneficially held by) NewHoldCo,

"uncertificated form" or **"in uncertificated form"** means a share or other security recorded on the relevant register as being held in uncertificated form in CREST, and title to which, by virtue of the Regulations, may be transferred by means of CREST, and

"Voting Record Time" means 6 00 p.m. on the date which is two Business Days before the date of the Court Meeting or, if the Court Meeting is adjourned, 6 00 p.m. on the second Business Day before the date of such adjourned meeting

- (B) The Company's articles of association limit the maximum amount of shares it may issue to, in aggregate, £400,000 divided into 400,000,000 ordinary shares of 0 1 pence each. At the date this statement is made, the Company has an issued share capital of, in aggregate, £269,756 34 with 269,756,335 ordinary shares of 0 1 pence each having been issued and allotted fully paid
- (C) NewHoldCo was incorporated in the Cayman Islands on 12 February 2010 under the Companies Law as an exempted company with the name EBT Digital Communications Retail Group
- (D) Pursuant to NewHoldCo's memorandum of association, its current authorised share capital is £400,000 divided into 400,000,000 shares of 0 1 pence each. The authorised share capital can be increased by a special resolution of its shareholders. At the date this statement is made, NewHoldCo has an issued share capital of, in aggregate, £10 00 with 10,000 shares of 0 1 pence having been issued and allotted fully paid
- (E) BVICo was incorporated in the British Virgin Islands on 12 February 2010 under the BVI Business Companies Act 2004 (as amended) of the British Virgin Islands as a business company with the name EBT Digital Communications Retail Limited

- (F) BVICo's memorandum of association limits the maximum amount of shares it may issue to, in aggregate, US\$50,000 divided into 50,000 shares of US\$1 00 each. At the date this statement is made, BVICo has an issued share capital of, in aggregate, US\$1 00 with one share of US\$1 00 having been issued and allotted fully paid.
- (G) NewHoldCo and BVICo have agreed to appear by Counsel on the hearing of the claim form to sanction this Scheme and to undertake to the Court to be bound by the provisions of this Scheme and to execute and do or procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed or done by it for the purpose of giving effect to this Scheme.

1. Cancellation of Scheme Shares

- 1.1** The issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares.
- 1.2** The Company shall be re-registered as a private limited company in accordance with the Order of the Court authorising such re-registration under section 651 of the Companies Act 2006.
- 1.3** Forthwith and contingently upon the reduction of capital referred to in clause 1.1 taking effect, the Company shall apply and capitalise the reserve arising as a result of the reduction of capital pursuant to clause 1.1 in paying up in full at par such number of New Company Shares as shall be equal to the number of Scheme Shares cancelled pursuant to clause 1.1 of this Scheme, which shall be allotted and issued credited as fully paid up (free from all liens, charges, encumbrances, equitable interests, rights of pre-emption and any other interests of any nature whatsoever) to BVICo and/or its nominee.

2. Consideration for the Cancellation of the Scheme Shares

- 2.1** Subject to and in consideration for the cancellation of the Scheme Shares pursuant to clause 1.1 and the allotment and issue of the New Ordinary Shares to BVICo as provided in clause 1.3, BVICo shall (subject to, and in accordance with, the remaining terms of this Scheme) allot and issue the New BVI Share credited as fully paid to NewHoldCo and/or its nominee.
- 2.2** Subject to and in consideration for the issue of the New BVI Share to NewHoldCo and/or its nominee referred to in clause 2.1, NewHoldCo shall (subject to, and in accordance with, the remaining terms of this Scheme) allot and issue New Shares credited as fully paid to Relevant Holders on the basis of one New Share for each Scheme Share held at the Scheme Record Time.

3 Allotment and issue of the New BVI Share and New Shares

- 3.1** The New BVI Share to be issued pursuant to clause 2.1 shall rank *pari passu* with all other shares in the capital of BVICo in issue on the Effective Date, will be issued free from all liens, charges, encumbrances, equitable interests, rights of pre-emption and any other interests of any nature whatsoever, and shall rank in full for all dividends or other distributions made, paid or declared after the Effective Date on the ordinary share capital of BVICo in accordance with BVICo's bye-laws.
- 3.2** The New Shares to be issued pursuant to clause 2.2 shall rank *pari passu* with all other New Shares in issue on the Effective Date, will be issued free from all liens, charges, encumbrances, equitable interests, rights of pre-emption and any other interests of any nature whatsoever, and shall rank in full for all dividends or distributions made, paid or declared after the Effective Date on the ordinary share capital of NewHoldCo in accordance with NewHoldCo's bye-laws.
- 3.3** Immediately after this Scheme becomes effective
 - (a) BVICo shall make all such allotment of and shall issue such New BVI Share as is required to be issued to give effect to this Scheme to NewHoldCo, and
 - (b) NewHoldCo shall make all such allotments of and shall issue such New Shares as are required to be issued to give effect to this Scheme to persons respectively entitled thereto,

such consideration to be settled as set out in clause 3.4, but subject to clause 3.5

3.4 Settlement of the consideration shall be effected as follows

- (a) the New BVI Share shall be issued to NewHoldCo in certificated form and a share certificate for those shares shall be issued to NewHoldCo by the fourteenth day following the Effective Date, and
- (b) in respect of a holding of Scheme Shares
 - (i) in uncertificated form, or
 - (ii) in certificated form,the New Shares to which the Relevant Holder is entitled will be issued in registered form. Each holding of New Shares will be entered into the register of members of NewHoldCo, which will constitute evidence of ownership of such shares pursuant to the Companies Law. Share certificates in respect of the New Shares will only be issued by NewHoldCo following written request by the relevant holder of such shares.

3.5 The provisions of this clause 3 shall be subject to any prohibition or condition imposed by law. Without prejudice to the generality of the foregoing, if, in respect of any holder of Scheme Shares with a registered address in a jurisdiction outside the United Kingdom or the Cayman Islands, NewHoldCo is advised that the allotment and/or issue of New Shares pursuant to this clause 3 would infringe the laws of such jurisdiction or would or may require NewHoldCo to observe any governmental or other consent or any registration, filing or other formality, with which NewHoldCo is unable to comply or which NewHoldCo regards as unduly onerous to comply with, NewHoldCo may, in its sole discretion, either

- (a) determine that New Shares shall not be allotted and issued to such holder under this clause 3 but shall instead be allotted and issued to a nominee appointed by NewHoldCo as trustee for such holder on terms that the nominee shall, as soon as practicable following the Effective Date, sell the New Shares so allotted and issued at the best price which can reasonably be obtained and account for the net proceeds of such sale (after the deduction of all expenses and commissions, including any amounts in respect of value added tax payable thereon) by sending a cheque to such holder. In the absence of bad faith or wilful default, none of the Company, NewHoldCo or the nominee or any broker or agent of any of them shall have any liability for any loss or damage arising as a result of the timing or terms of such sale, or
- (b) determine that New Shares shall be sold, in which event the New Shares shall be issued to such holder and NewHoldCo shall appoint a person to act pursuant to this clause 3.5(b) and such person shall be authorised on behalf of such holder to procure that any shares in respect of which NewHoldCo has made such determination shall as soon as practicable following the Effective Date be sold at the best price which can reasonably be obtained at the time of sale and the net proceeds of such sale (after the deduction of all expenses and commissions, including any amounts in respect of value added tax payable thereon) shall be paid to such holder by sending a cheque to such holder. To give effect any to such sale, the person so appointed shall be authorised on behalf of such holder to execute and deliver a form of transfer and to give such instructions and to do all other things which he may consider necessary or expedient in connection with such sale. In the absence of bad faith or wilful default, none of the Company, NewHoldCo or the person so appointed or any broker or agent of any of them shall have any liability for any loss or damage arising as a result of the timing or terms of such sale, and
- (c) in the case of Scheme Shares in certificated form at the Scheme Record Time, NewHoldCo shall on behalf of the nominee or person appointed pursuant to clause 3.5(a) make any cash payment pursuant to clause 3.5(a) by delivering to the persons respectively entitled thereto, or as they may direct, cheques in sterling drawn on a UK clearing bank by post by the fourteenth day following the Effective Date.

3.6 All deliveries of notices, documents of title and cheques required to be made by this clause shall be effected by posting the same by first class post in pre paid envelopes addressed to the persons respectively entitled thereto at their respective addresses as appearing in the register of members (or, in the case of joint holders, to the address of that one of the joint holders whose name stands first in the said register of members in respect of the joint holding) at the Scheme Record Time.

- 3.7 Neither the Company nor NewHoldCo shall be responsible for any loss or delay in the transmission of the documents of title posted in accordance with clause 3.6 which shall be posted at the risk of the addressee
- 3.8 Transfers of the New Shares issued to Relevant Holders pursuant to this Scheme shall be certified against the register of members of NewHoldCo
- 4. Certificates**
- 4.1 With effect from and including the Effective Date, all certificates representing Scheme Shares shall cease to be valid for any purpose and Relevant Holders shall at the request of the Company return such certificates for cancellation to the Company or to any person appointed by the Company
- 4.2 With effect from and including the Effective Date, in respect of those Relevant Holders holding Scheme Shares in uncertificated form, Euroclear UK & Ireland Limited shall be instructed to cancel such holders' entitlement to such Scheme Shares
- 5. Mandated payments**
- Each mandate relating to the payment of dividends on any Scheme Shares and other instructions given to the Company by Relevant Holders in force at the Scheme Record Time shall, unless and until amended or revoked, be deemed as from the Effective Date to be an effective mandate or instruction to NewHoldCo in respect of the corresponding New Shares to be allotted and issued pursuant to this Scheme
- 6. Operation of this Scheme**
- 6.1 This Scheme shall become effective in accordance with its terms as soon as an office copy of the Order of the Court sanctioning the Scheme under section 899 of the Companies Act 2006 and confirming under section 648 of that Act the reduction of capital provided for by this Scheme shall have been duly delivered to the Registrar of Companies in England and Wales for registration and, in the case of the capital reduction, if the Order of the Court confirming it so specifies, registered by him
- 6.2 Unless this Scheme shall become effective on or before 30 September 2010 or such later date, if any, as the Company, NewHoldCo and BVICo may agree and the Court may allow, this Scheme shall never become effective
- 6.3 The Company, NewHoldCo and BVICo may jointly consent on behalf of all persons concerned to any modification of or addition to this Scheme or to any condition which the Court may approve or impose

Dated 24 June 2010

PART 6

DEFINITIONS

"AIM" means the Alternative Investment Market of the London Stock Exchange,

"Audley" means Audley Capital Management Limited, a company limited by shares incorporated in Guernsey with registered number 43347, having its registered office at Trafalgar Court, Les Banques, St Peter Port, Guernsey, acting as investment manager for

- (a) Audley European Opportunities Master Fund Limited, a company limited by shares incorporated in Guernsey with registered number 43411, having its registered office at Trafalgar Court, Les Banques, St Peter Port, Guernsey,
- (b) Audley Investment I, a company limited by shares incorporated in the Cayman Islands with registered number 154492, having its registered office at PO Box 309, Ugland House, Grand Cayman KY1 – 1104, Cayman Islands, and
- (c) Audley Investment II, a company limited by shares incorporated in the Cayman Islands with registered number 156439, having its registered office at PO Box 309, Ugland House, Grand Cayman KY1 – 1104, Cayman Islands,

"Board" means the board of directors of the Company,

"Business Day" means a day, other than a Saturday, Sunday, public holiday or bank holiday, on which banks are generally open for normal business in the City of London,

"BVICo" means EBT Digital Communications Retail Limited, a business company incorporated in the British Virgin Islands with registered number 1571258, having its registered office at the offices of Walkers Corporate Services (BVI) Limited, Walkers Chambers, 171 Main Street, Road Town, Tortola, British Virgin Islands,

"Capita Registrars" means a trading name of Capita Registrars Limited,

"Chairman" means the chairman of the Board,

"Companies Act" means the Companies Act 2006, as amended,

"Companies Law" means the Companies Law, CAP 22 of the Cayman Islands, as amended,

"Company" means EBT Mobile China PLC, a public limited company incorporated in England and Wales with registered number 4654471, having its registered office at Phoenix House, 18 King William Street, London EC4N 7HE,

"Court" means the High Court of Justice in England and Wales,

"Court Hearing" means the hearing by the Court of the claim to sanction the Scheme and confirm the reduction of capital involved in the Scheme,

"Court Meeting" means the meeting of the holders of EBT Shares convened with the permission of the Court pursuant to section 896 of the Companies Act for 3.00 p.m. on 27 July 2010 to consider and, if thought fit, approve the Scheme, including any adjournment thereof, notice of which is set out in Part 7 of this document,

"CREST" means the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear UK & Ireland Limited in accordance with the Regulations,

"CRV" means China Retail Venture #1, Inc., a corporation incorporated in the state of Delaware, United States with registered number 90-0118835, having its registered office at Corporate Trust Centre, 1209 Orange Street, Wilmington, Newcastle, Delaware 19801, United States,

"Directors" means the persons whose names are set out in paragraph 4 of Part 4 of this document or, where the context so requires, the directors of the Company from time to time, and

"Director" shall be construed accordingly,

"EBT Articles" means the articles of association of the Company,

"EBT Shareholders" or **"Shareholders"** means the holders of EBT Shares from time to time, and **"EBT Shareholder"** and **"Shareholder"** shall be construed accordingly,

"EBT Shares" or **"Shares"** means ordinary shares of 0.1 pence each in the capital of the Company,

"Effective Date" means the date on which the Scheme becomes effective in accordance with its terms,

"Forms of Proxy" means both the white form of proxy for use at the Court Meeting and the blue form of proxy for use at the General Meeting which accompany this document, and **"Form of Proxy"** shall be construed accordingly,

"General Meeting" means the general meeting of the Company convened by the notice set out in Part 8 of this document, including any adjournment thereof,

"Group" means, before the Effective Date, the Company and its subsidiaries and subsidiary undertakings, and, following the Effective Date, NewHoldCo and its subsidiaries and subsidiary undertakings,

"Key Shareholders" means the parties, other than NewHoldCo, to the New Shareholders' Agreement,

"Managers" means certain members of the Company's management who are parties to the Shareholders' Agreement,

"Meetings" means the Court Meeting and the General Meeting, and **"Meeting"** shall be construed accordingly,

"New BVI Share" means one share of US\$1 00 in the capital of BVICo to be allotted and issued to NewHoldCo in accordance with the Scheme,

"New Company Shares" means new ordinary shares of 0 1 pence each in the capital of the Company to be allotted and issued to BVICo in accordance with the Scheme,

"NewHoldCo" means EBT Digital Communications Retail Group, an exempted company incorporated in the Cayman Islands with registered number WK-237161, having its registered office at the offices of Walkers Corporate Services Limited, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9005, Cayman Islands,

"NewHoldCo Articles" means the articles of association of NewHoldCo,

"NewHoldCo Board" means the board of directors of NewHoldCo,

"NewHoldCo Director" means the directors of NewHoldCo from time to time, and **"NewHoldCo Director"** shall be construed accordingly,

"New Shareholders" means the holders of New Shares,

"New Shareholders' Agreement" means a shareholders' agreement dated 21 May 2010 between NewHoldCo, Ringtone, Audley, Tartan, CRV and the Managers,

"New Shares" means new shares of 0 1 pence each in the capital of NewHoldCo to be allotted and issued in accordance with the Scheme,

"Order" means the order of the Court sanctioning the Scheme and confirming the reduction of capital involved in the Scheme,

"Order Date" means the date on which the Order is made or, if later, the date on which the Order is expressed to take effect,

"Overseas Shareholders" means EBT Shareholders who are resident in, or citizens or nationals of, jurisdictions outside the United Kingdom, and **"Overseas Shareholder"** shall be construed accordingly,

"Regulations" means the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended from time to time,

"Relevant Holders" means holders of Shares whose names appear in the register of members of the Company at the Scheme Record Time,

"Re-organisation" means the corporate re-organisation and winding up of the Company which is proposed to take place as soon as practicable after the Effective Date, as described in more detail in paragraph 2 of Part 1 of this document,

"Ringtone" means Ringtone Investment Limited a company limited by shares incorporated in the British Virgin Islands with registered number 1540988, having its registered office at Kingston Chambers, PO Box 173, Road Town, Tortola, British Virgin Islands,

"Ringtone Shares" means 10,000 shares in the capital of NewHoldCo,

"Scheme" or **"Scheme of Arrangement"** means the scheme of arrangement in its present form, as set out in Part 5 of this document, or with or subject to any modification, addition or condition approved or imposed by the Court,

"Scheme Document" means this circular dated 24 June 2010 addressed to Shareholders containing, among other things, the terms and conditions of the Scheme, certain information about the Company, NewHoldCo and BVICo, the notices convening the Meetings and an Explanatory Statement in compliance with section 897 of the Companies Act,

"Scheme Record Time" means 6 00 p.m. (London time) on the Business Day immediately preceding the Order Date,

"Scheme Shareholders" means the holders of Scheme Shares, and **"Scheme Shareholder"** shall be construed accordingly,

"Scheme Shares" means

- (a) all EBT Shares in issue at the date of this document,
- (b) all (if any) additional EBT Shares issued after the date of this document but up to the Voting Record Time, and
- (c) all (if any) further EBT Shares which may be issued at or after the Scheme Record Time but at or prior to 6 00 p.m. on the Business Day immediately preceding the Order Date in respect of which the original or any subsequent holders thereof shall be bound by the Scheme or shall have agreed in writing to be bound by the Scheme,

save for any Shares registered in the name of (or beneficially held by) NewHoldCo,

"SEC" means the US Securities and Exchange Commission,

"Securities Act" means the US Securities Act of 1933, as amended,

"Shareholders' Agreement" means a shareholders' agreement dated 24 August 2009 between the Company, Ringtone, Audley, Tartan, CRV and the Managers,

"Share Schemes" means

- (a) the Trading Exchange plc long-term incentive plan 2004,
- (b) the Tradingsports Exchange Systems plc "Everyman" long-term incentive plan 2004,
- (c) the options granted on 1 June 2005 over shares in EBT Mobile Limited and exchanged for options over shares in the Company on 15 August 2005,
- (d) the EBT Mobile China plc share option scheme 2007, and
- (e) the EBT Mobile China plc Share Option Scheme 2009

"Special Resolution" means the special resolution to be proposed at the General Meeting in connection with, *inter alia*, the implementation of the Scheme,

"Subscriber Share" means one new share in the capital of NewHoldCo, which was issued on incorporation of NewHoldCo to Walkers Nominees Limited and subsequently transferred to Ringtone,

"Subscription Agreement" means a subscription agreement dated 20 August 2009 between the Company and Ringtone,

"Tartan" means Tartan Investment Partners Fund GP Limited, a company limited by shares incorporated in the Cayman Islands with registered number WK-224125, having its registered office at 1st Floor, Windward 1, Regatta Office Park, PO Box 10338, Grand Cayman KY1-1003, Cayman Islands, acting as investment manager for Tartan Investment Partners, L.P., a limited partnership incorporated in the Cayman Islands with registered number WK-32466 having its registered office at 1st Floor, Windward 1, Regatta Office Park, PO Box 10338, Grand Cayman KY1-1003, Cayman Islands,

"Termination Deed" means a deed of termination and release relating to the Shareholders' Agreement dated 21 May 2010 between the Company, Ringtone, Audley, Tartan, CRV and the Managers,

"United Kingdom" means the United Kingdom of Great Britain and Northern Ireland,

"United States" or **"US"** means the United States of America, its territories and possessions and any state of the United States,

"US\$" or "US dollars" means United States dollars, or the lawful currency of the United States from time to time,

"Voting Record Time" means 6 00 p m on the day which is two Business Days before the date of the Court Meeting or, if the Court Meeting is adjourned, 6 00 p m on the second Business Day before the date of such adjourned meeting, and

"£" means pounds Sterling, or the lawful currency of the United Kingdom from time to time

PART 7
NOTICE OF COURT MEETING

**IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT**

4957 of 2010

IN THE MATTER OF EBT MOBILE CHINA PLC

- AND -

IN THE MATTER OF THE COMPANIES ACT 2006

Notice is hereby given that, by an order dated 18 June 2010 made in the above matters, the Court has directed a meeting to be convened of holders of Scheme Shares (as defined in the Scheme of Arrangement referred to below) save for EBT Digital Communications Retail Group for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement proposed to be made between EBT Mobile China PLC (the "**Company**") and holders of the Scheme Shares (the "**Scheme of Arrangement**") and that such meeting will be held at the offices of Hogan Lovells International LLP at Atlantic House, Holborn Viaduct, London EC1A 2FG on 27 July 2010 at 3 00 p.m. at which place and time all holders of Scheme Shares are requested to attend

A copy of the said Scheme of Arrangement and a copy of the statement required to be furnished pursuant to section 897 of the Companies Act 2006 are incorporated in the document of which this notice forms part

Holders of Scheme Shares may vote in person at the meeting or they may appoint another person as their proxy to attend and vote in their stead. A proxy need not be a member of the Company. A white form of proxy for use at the meeting is enclosed with this notice

In the case of joint holders of Scheme Shares the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding

It is requested that forms appointing proxies be lodged with Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours (excluding non-working days) before the start of the meeting but, if forms are not so lodged, they may be handed to the chairman at the meeting

Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at 6 00 p.m. on the Business Day prior to the Business Day immediately before the meeting or any adjourned meeting (as the case may be)

By the said order, the Court has appointed Stephen Davidson, or failing him, Daniel Skaff to act as chairman of the meeting and has directed the chairman to report the result of the meeting to the Court

The said Scheme of Arrangement will be subject to the subsequent sanction of the Court

Dated 24 June 2010

Hogan Lovells International LLP

Atlantic House
Holborn Viaduct
London EC1A 2FG

Solicitors for the Company

Notes

- 1 A member of the Company entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend, speak and vote and, on a poll, vote instead of him or her. If you wish for your proxy or proxies to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly. A proxy need not be a member of the Company

- 2 Members are entitled to appoint a proxy in respect of some or all of their shares. A space has been included in the white form of proxy to allow members to specify the number of shares in respect of which that proxy is appointed. Members who return the white form of proxy duly executed but leave this space blank will be deemed to have appointed the proxy in respect of all of their shares. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please photocopy the white form of proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as proxy (which, in aggregate, should not exceed the number of shares held by the member). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- 3 A white form of proxy is enclosed with this notice. Instructions for use are shown on the form. Lodging a white form of proxy will not prevent the member from attending and voting in person.
- 4 To be valid, the white form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a duly certified copy thereof, must be deposited by post or (during normal business hours only) by hand with the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, not less than 48 hours before the time for holding the meeting or, as the case may be, the adjourned meeting. Forms of proxy returned by fax will not be accepted. If the white form of proxy is not so lodged, it may be handed to the Chairman of the Court Meeting before the start of the Court Meeting and will still be valid.
- 5 The Company, pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001 (SI 2001/3755), specifies that only those shareholders registered in the register of members of the Company at 6.00 p.m. on 23 July 2010 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after 6.00 p.m. on 23 July 2010 will be disregarded in determining the rights of any person to attend or vote at the meeting.
- 6 In the case of joint holders of ordinary shares the vote of the senior shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- 7 Shareholders who hold shares through CREST and who wish to appoint a proxy or proxies for the meeting or any adjournment(s) by using the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 8 In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Ltd's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company's agent, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU (ID RA10), by no later than the latest time for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 9 CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear UK & Ireland Ltd does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 10 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulation 2001.

PART 8
NOTICE OF GENERAL MEETING
EBT MOBILE CHINA PLC

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of EBT Mobile China PLC (the "**Company**") will be held at the offices of Hogan Lovells International LLP at Atlantic House, Holborn Viaduct, London EC1A 2FG on 27 July 2010 at 3 30 p.m. (or as soon thereafter as the meeting of the holders of Scheme Shares (as defined in the scheme of arrangement dated 24 June 2010 (the "**Scheme**") between the Company and the holders of Scheme Shares (as defined in the Scheme), a print of which has been produced to this meeting and for the purposes of identification has been signed by the chairman of this meeting) convened for 3 00 p.m. on the same day and at the same place, by an order of the High Court of Justice, shall have concluded or been adjourned) for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution

Special Resolution

THAT

- 1 for the purpose of giving effect to the Scheme in its original form or with or subject to any modification, addition or condition approved or imposed by the Court,
 - (a) the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect,
 - (b) the share capital of the Company be reduced by cancelling all the Scheme Shares,
 - (c) forthwith and contingently on such reduction of capital taking effect, the reserve arising in the books of account of the Company as a result of the cancellation of the Scheme Shares be applied in paying up in full at par such number of new ordinary shares of 0.1 pence each as shall be equal to the number of Scheme Shares cancelled at sub-paragraph (b) above, such new ordinary shares to be allotted and issued credited as fully paid to EBT Digital Communications Retail Limited and/or its nominee(s), and
 - (d) the directors of the Company be hereby authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the "**Act**") to give effect to this resolution and accordingly to effect the allotment of the new ordinary shares referred to in sub-paragraph (c) above, provided that
 - (i) this authority shall expire on 27 July 2015,
 - (ii) the maximum aggregate nominal amount of shares which may be allotted hereunder shall be £269,756.34, and
 - (iii) this authority shall be without prejudice to any other authority under section 551 of the Act previously granted before the date on which this resolution is passed,
- 2 conditional on the Scheme becoming effective, the articles of association of the Company be and are hereby amended by the adoption and inclusion of the following new article 3A

"3A. Shares not subject to Scheme of Arrangement

- (1) In this article, references to the "**Scheme**" are to the Scheme of Arrangement between the Company and the holders of Scheme Shares (as defined in the Scheme) dated 24 June 2010 (as the same may have been modified with the consent of the Company, NewHoldCo, BVICo and the Court) under section 899 of the Companies Act 2006 and terms defined in the Scheme shall have the same meanings in this article
- (2) Notwithstanding any other provisions of these Articles, if the Company issues any Shares (other than to NewHoldCo or any subsidiary of NewHoldCo (a "**NewHoldCo Group Company**")) on or after the date of the adoption of this article and prior to 6 00 p.m. on the Business Day immediately prior to the date of

the hearing to sanction the Scheme (the "Hearing Date") such Shares shall be issued subject to the terms of the Scheme and the holder or holders of such Shares shall be bound by the Scheme accordingly

- (3) If any Shares are issued to any person (a "new member") at or after 6 00 p.m. on the day before the Hearing Date they will, provided that the Scheme has become effective and that BVICo is a member of the Company, be immediately transferred to BVICo (unless such shares are issued to a NewHoldCo Group Company) in consideration of and conditional on the issue to the new member of such number of New Shares as that member would have been entitled to had each Share transferred to BVICo hereunder been a Scheme Share at the Scheme Record Time, being shares in NewHoldCo which rank *pari passu* with all other shares in NewHoldCo for the time being in issue including any dividends or distributions made, paid or declared thereon following the date on which the transfer of the shares in the Company is executed
- (4) The number of shares in NewHoldCo to be issued to the new member under this article may be adjusted by the directors in such manner as the Company's auditor may determine on any re-organisation of the share capital of the Company or of NewHoldCo
- (5) To give effect to any such transfer required by this article, the Company may appoint any person to execute a form of transfer on behalf of the new member in favour of BVICo and to agree for and on behalf of the new member to become a member of NewHoldCo. Pending the registration of BVICo as the holder of any share to be transferred pursuant to this article, BVICo shall be empowered to appoint a person nominated by the directors to act as attorney on behalf of each holder of the share in accordance with such directions as BVICo may give in relation to any dealings with or disposal of such share (or any interest therein), exercising any rights attached thereto or receiving any distribution or other benefit accruing or payable in respect thereof and the registered holder of such share shall exercise all rights attaching thereto in accordance with the directions of BVICo but not otherwise "

24 June 2010

By order of the Board
Capita Company Secretarial Services Limited
Secretary

Registered office
Phoenix House
18 King William Street
London EC4N 7HE

Registered in England and Wales no 4654471

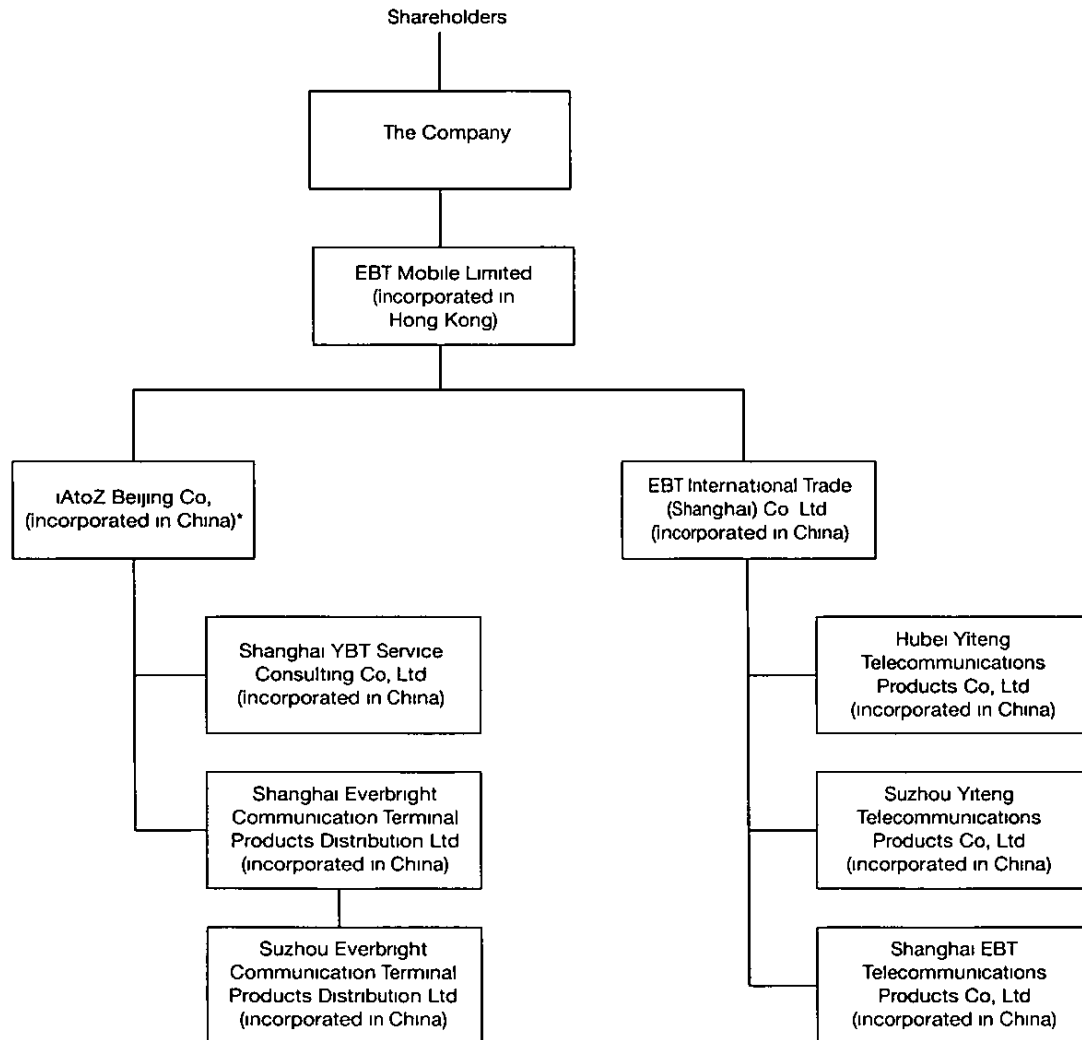
Notes

- 1 A member of the Company entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend, speak and vote and, on a poll, vote instead of him or her. If you wish for your proxy or proxies to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly. A proxy need not be a member of the Company.
- 2 Members are entitled to appoint a proxy in respect of some or all of their shares. A space has been included in the blue form of proxy to allow members to specify the number of shares in respect of which that proxy is appointed. Members who return the blue form of proxy duly executed but leave this space blank will be deemed to have appointed the proxy in respect of all of their shares. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please photocopy the blue form of proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as proxy (which, in aggregate, should not exceed the number of shares held by the member). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- 3 A blue form of proxy is enclosed with this notice. Instructions for use are shown on the form. Lodging a blue form of proxy will not prevent the member from attending and voting in person.

- 4 To be valid, the blue form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a duly certified copy thereof, must be deposited by post or (during normal business hours only) by hand with the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, not less than 48 hours before the time for holding the meeting or, as the case may be, the adjourned meeting. Forms of proxy returned by fax will not be accepted.
- 5 The Company, pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001 (SI 2001/3755), specifies that only those shareholders registered in the register of members of the Company at 6.00 p.m. on 23 July 2010 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after 6.00 p.m. on 23 July 2010 will be disregarded in determining the rights of any person to attend or vote at the meeting.
- 6 In the case of joint holders of ordinary shares the vote of the senior shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- 7 Shareholders who hold shares through CREST and who wish to appoint a proxy or proxies for the meeting or any adjournment(s) by using the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 8 In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Ltd's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company's agent, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU (ID RA10), by no later than the latest time for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 9 CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear UK & Ireland Ltd does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 10 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulation 2001.

ANNEX 1

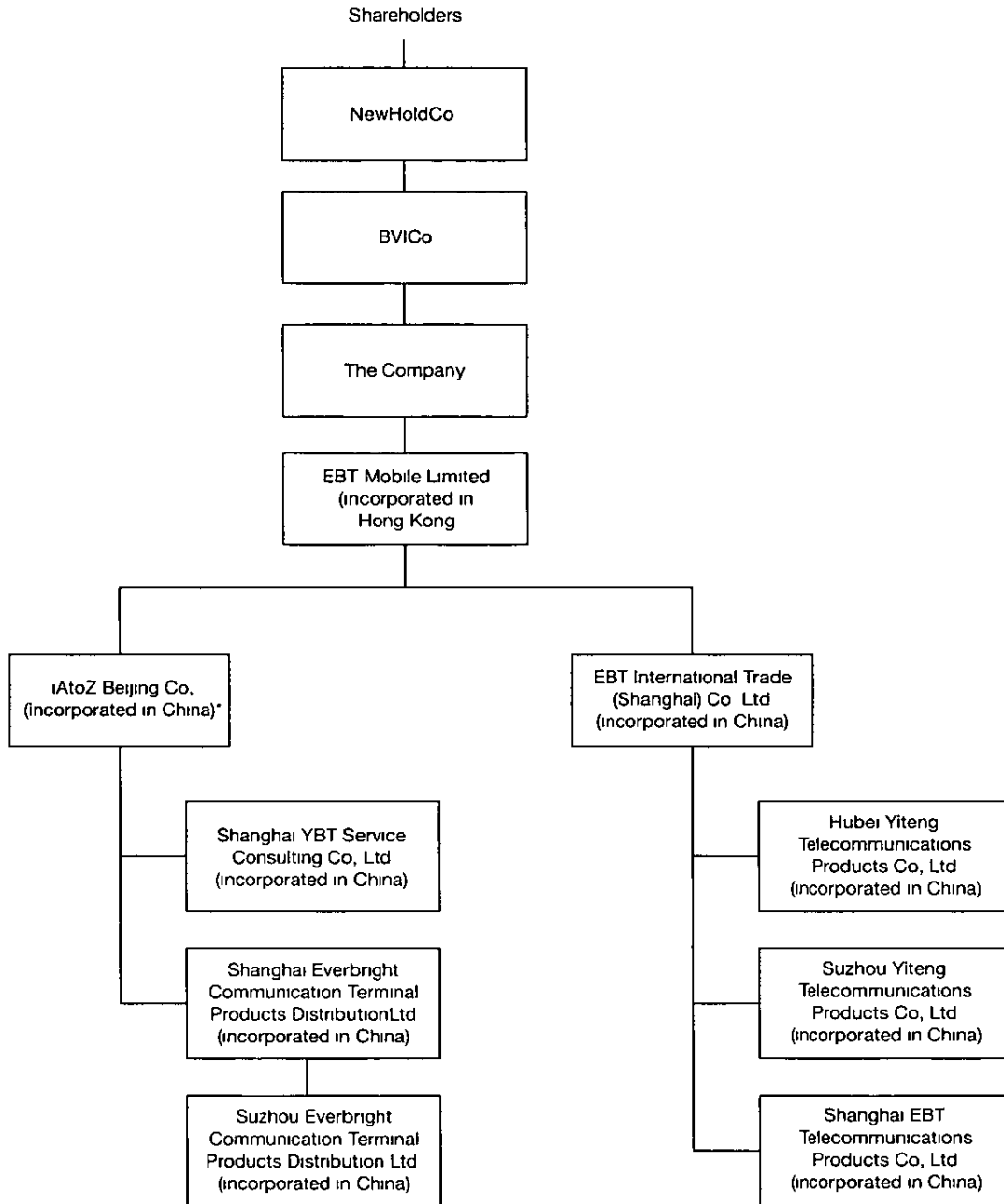
CURRENT GROUP STRUCTURE



*Note EBT Mobile Limited does not directly own the issued share capital of iAtoZ Beijing Co, Ltd. EBT Mobile Limited is able to exercise control through exclusive purchase rights and accrued benefit rights arrangements.

ANNEX 2

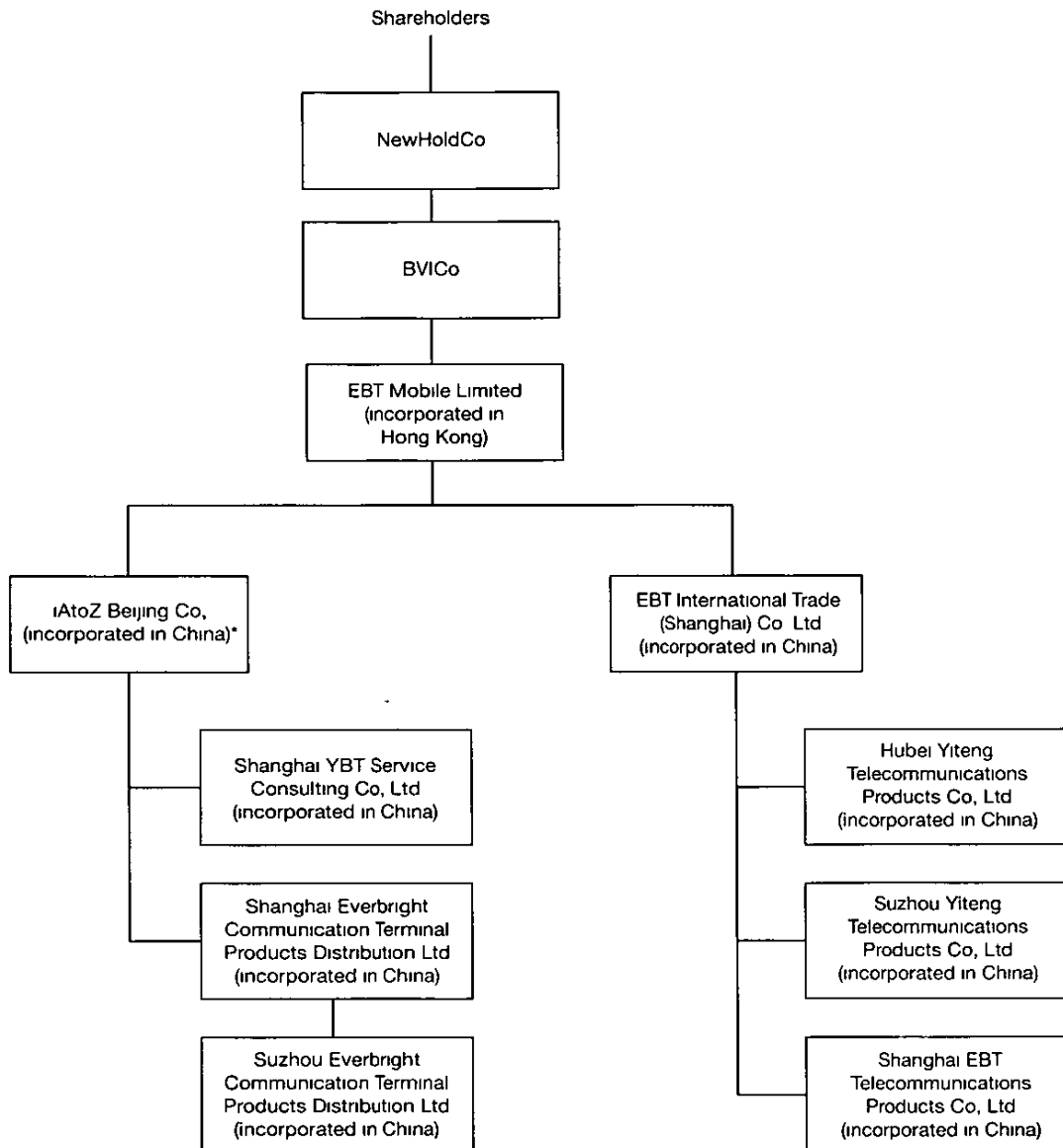
GROUP STRUCTURE FOLLOWING IMPLEMENTATION OF THE SCHEME



*Note EBT Mobile Limited does not directly own the issued share capital of iAtoZ Beijing Co, Ltd EBT Mobile Limited is able to exercise control through exclusive purchase rights and accrued benefit rights arrangements

ANNEX 3

GROUP STRUCTURE FOLLOWING RE-ORGANISATION



*Note EBT Mobile Limited does not directly own the issued share capital of iAtoZ Beijing Co, Ltd. EBT Mobile Limited is able to exercise control through exclusive purchase rights and accrued benefit rights arrangements.