



(Incorporated in the Republic of Singapore)  
(Company Registration No. 200009059G)

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## MEMORANDUM OF UNDERSTANDING

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*Unless otherwise defined, capitalised terms herein shall have the same meanings as ascribed to them in mDR Limited (the “**Company**”)’s announcement dated 6 July 2015 (the “**Announcement**”).*

The board of directors (the “**Board**”) of the Company refers to the Announcement in relation to the potential acquisition by the Company of all the issued shares in the capital of a Japan-based company primarily engaged in the business of developing and providing mobile content from the Vendors (the “**Potential Acquisition**”).

The Board wishes to announce that in view of the prevailing market conditions, the Company and the Vendors have mutually agreed to defer further discussions on the Potential Acquisition until the first quarter of 2016.

The Company will continue to provide further updates on material developments in connection with the Potential Acquisition.

**Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company as there is no certainty or assurance that the SPA and/or the other Definitive Agreements will be entered into, that the final terms and conditions of the Definitive Agreements with respect to the Potential Acquisition will not differ from that set out in the MOU, or that the Potential Acquisition will be undertaken at all.**

**Shareholders and potential investors are advised to read this Announcement and any further announcements by the Company carefully. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.**

**BY ORDER OF THE BOARD**

**Madan Mohan**  
*Company Secretary*

2 September 2015