

October 22, 2018

Link Motion Inc.  
Board of Directors  
c/o Vincent Shi Co-Chairman of the Board  
No. 4, courtyard  
No. 11, he Ping Li East Street Dong Cheng District  
Beijing 100013  
China

**Sent Via Email:**

Joanne Yan Zhu, Director [REDACTED]  
Vincent Wu, Director [REDACTED]  
Xiao Yu, Director [REDACTED]  
Vincent Shi, Director [REDACTED]  
Rui Chi, Director [REDACTED]  
Bruson Li, Director [REDACTED]  
Jia Lian, Director [REDACTED]  
Lingyun Guo, Director [REDACTED]  
William Li, Director [REDACTED]  
Jun Zhang, Director [REDACTED]  
Xu Ying, Corporate Secretary [REDACTED]

Dear Directors:

I write on behalf of certain shareholders of Link Motion Inc. ("LKM" or the "Company") and the founding members of the Link Motion Forward website<sup>1</sup> (collectively, "LKM Forward Shareholders") who own 31,789,738 common class A American Depositary Shares ("ADS") of the Company. The LKM Forward Shareholders believe that the Company's Co-Chairman, Vincent Shi, has consistently acted in a manner that is not in the best interests of the shareholders and has destroyed significant shareholder value. Further, the LKM Forward Shareholders believe that the Company's Board of Directors (the "Board") has failed to act in the best interests of the shareholders, and that the Directors have breached certain of their fiduciary duties.

As set forth more fully herein, six serious issues have come to light that expose the failure of Vincent Shi and the Board to properly manage the Company.

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<sup>1</sup> (see lkmforward.com)



1. The continued deterioration of the Company's share price due to the Board's failure to take certain necessary actions that are in the best interests of the Company and its shareholders.
2. The likelihood that the Company may face delisting from the New York Stock Exchange if their annual 20-F is not promptly filed and other steps are not promptly taken to comply with continued listing rules and regulations of the New York Stock Exchange.
3. The Company has failed to file their annual 20-F.
4. The Company has failed to pay necessary third-party professionals' past due invoices, including the auditors and securities counsel needed to draft and file the annual 20-F, which needs to be filed immediately.
5. The Co-Chairman of the Company, Vincent Shi's, conflicts of interest, which compromise his ability to act on behalf of the Company's interests and all shareholders. Vincent Shi's conflicts stem from, among others: (i) his unresolved disputes with other shareholders of RPL Holdings, the Company's original controlling shareholder; and (ii) the current ongoing and isolated negotiations with Zhongzhi Hi-Tech Overseas Investment Ltd. ("Zhongzhi"), the Company's convertible note holder, despite conflicts of interest and the absence of counsel in those negotiations.
6. The Company and RPL Holdings need to provide a court-authorized decision regarding the current and duly authorized Trustee of RPL Holdings, who has the proper and legal authority to vote on behalf of RPL Holdings shareholders. As is customary in these disputed matters, if no such decision can be rendered by the Company or RPL Holdings, and until there is a valid and authorized Trustee to vote on behalf of the shareholders of RPL Holdings, all such tallies and votes for RPL Holdings will not be included in any manner.

Through the improper conduct of Vincent Shi and the Board, the U.S. public listing and the assets of the Company are being threatened -- and, therefore, the value of the remaining assets dramatically diminished. Accordingly, we call upon the Board to take immediate steps to protect and maximize shareholder value. In addition, we request that the Board immediately suspend or remove Vincent Shi as Co-Chairman or, if it refuses to do so, to allow another slate of directors to do so.

While the shareholder group would prefer these matters be addressed immediately by the Board to limit the ongoing daily damage done to the Company and its shareholders by its inaction, the group is prepared to move forward with appropriate legal action to immediately address these issues. To that end, The Seiden Group has been retained to represent the LKM Forward Shareholders in this matter. The Seiden Group has expertise in both shareholders rights actions and asset recovery for investors in China. The Company's Articles of Association provide that shareholders may requisition an extraordinary meeting of shareholders upon achieving support of one-third of voting share capital. The LKM Forward Shareholders have achieved this milestone in less than two weeks and are confident that they have the votes not only to launch the requisition, but also to prevail in any proxy vote that stems from this requisition, including, but not limited to, the removal of the Board.



For these and other reasons, it is apparent that both the Board as well as Vincent Shi have consistently acted in a manner that is not in the best interests of the Company or its shareholders, and that the Directors have breached their fiduciary duties. Accordingly, the LKM Forward Shareholders demand that the Board immediately take the following actions:

1. File their annual 20-F.
2. Pay necessary third-party professionals' past due invoices, including the auditors and securities counsel so that work can begin in earnest immediately to file the annual 20-F.
3. Remove or suspend the Co-Chairman of the Company, Vincent Shi.
4. Provide a court-authorized decision regarding the current and duly authorized Trustee of RPL Holdings, who has the proper and legal authority to vote on behalf of RPL Holdings shareholders. As is customary in these disputed matters, if no such decision can be rendered by the Company or RPL Holdings, and until there is a valid and authorized Trustee to vote on behalf of the shareholders of RPL Holdings, all such tallies and votes for RPL Holdings will not be included in any manner.

If the Board refuses to meet the above demands, the Board should immediately resign and allow another slate of directors to take the actions that are required to protect and maximize shareholder value.

The logical remedy for this situation, and the remedy that causes the least additional damage to shareholders, is for the Board to, through its own actions, immediately take steps to resolve the issues mentioned above for the benefit of the Company and all its shareholders. However, as time is of the essence, the LKM Forward Shareholders cannot continue to wait while the Board contemplates its decision or worse while the Board forgoes its fiduciary and legal obligations. To that end, we demand immediate action. We will view a non-response to this letter within 48 hours of receipt as a formal rejection of our proposal for the Board to act on its own initiative and will immediately began proceedings to launch the requisition of an extraordinary meeting to remove the Board. Upon removal, we will also review, in detail, the Boards actions and inactions in this matter, and the damage caused to shareholders. We reserve all rights and remedies to pursue whatever legal and recovery actions that are discovered by this review.

We look forward to your prompt response within no less than 48 hours from receipt of this correspondence. This is the last opportunity to resolve this matter without direct legal proceedings against the Board. LKM Forward Shareholders believe immediate action will benefit all shareholders.

Sincerely,

A handwritten signature in black ink, appearing to read "Robert W. Seiden", written over a horizontal line.

Robert W. Seiden, Esq.  
Managing Partner  
The Seiden Group





Copy to DLA Piper (Counsel to Link Motion Inc.)

Sent via email:

