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**MERDEKA FINANCIAL SERVICES GROUP LIMITED**

**(萬德金融服務集團有限公司\*)**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8163)

**VOLUNTARY ANNOUNCEMENT**

**STRATEGIC COOPERATION AGREEMENT WITH**

**國洲股權投資基金管理(上海)有限公司**

**AND 上海市巽離股權投資管理有限公司**

**(SHANGHAI XUNLI EQUITY INVESTMENT MANAGEMENT LIMITED\*)**

This is a voluntary announcement made by Merdeka Financial Services Group Limited (the “Company”). The board of Directors (the “Board”) is pleased to announce that on 8 January 2016, (i) the Company, (ii) 國洲股權投資基金管理(上海)有限公司 (“國洲”); and (iii) 上海市巽離股權投資管理有限公司 (Shanghai Xunli Equity Investment Management Limited\*)(“Shanghai Xunlin”) entered into a strategic cooperation agreement (“Strategic Cooperation Agreement”), pursuant to which, basing on the principle of “supporting each other, cooperating closely, equally and mutually beneficial, developing together”, the tri-parties voluntarily selecting the others as cooperating partners to agree in creating all conditions and conveniences for the advances in every commencement in the aspects of cooperation together. The parties would commence cooperation in the areas of property funds, merger funds, private equity investment, cross border funds, financial leasing, property rights transactions. Such cooperation would be a strategic cooperation from all directions, multi-dimensional in compliance within the framework of the national policy and laws to fully utilize each other’s merit in different aspects, using each other’s resources and advantages to cooperate, so as to mutually benefit each other in every aspects through sharing of resources, complementing the merits and business creativity for the consolidation and enhancing of such merits in its own aspects, in order to fit in with the fundamental interests of the tri-parties, as well as establishing a long term, all-round and steady relationship in strategic cooperation.

Definitive separate cooperation agreement would be negotiated and entered into when commencing any and all specific business. There is no specific term for the validity of the strategic cooperation agreement.

*\* for identification purposes only*

國洲 is a limited liability company established in the PRC, and is principally engaged in equity investment fund management, assets management, investment management, industrial investment and investment consulting. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiry, 國洲 and their respective ultimate beneficial owner(s) are third parties independent of the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited ("GEM Listing Rules")).

Shanghai Xunlin is a limited liability company established in the PRC, and is principally engaged in equity investment fund management, investment consulting and investment management. Also, it is a substantial shareholder holding 43.03% shareholding interest in 恒河融資租賃(上海)有限公司 (Heng He Financial Lease (Shanghai) Company Limited\*), an indirect non-wholly-owned subsidiary of the Company. As such, Shanghai Xunli is regarded as a connected person of the Company at the subsidiary level however as the Strategic Cooperation Agreement did not involve any transaction and thus did not constitute a connected transaction of the Company under Chapter 20 of the GEM Listing Rules.

**Shareholders and potential investors should note that the Strategic Cooperation Agreement is not legally binding and are subject to, among other things, the entering into further definitive agreements, and accordingly, the transactions contemplated thereunder may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the shares of the Company. The Company will keep the Shareholders and potential investors informed by way of announcement in compliance with the requirements of the GEM Listing Rules as and when appropriate.**

By Order of the Board of  
**MERDEKA FINANCIAL SERVICES GROUP LIMITED**  
**Cheung Wai Yin, Wilson**  
*Chairman and Chief Executive Officer*

Hong Kong, 22 January 2016

As at the date of this announcement, the Directors are:

*Executive Directors:*

Mr. Cheung Wai Yin, Wilson (*Chairman and Chief Executive Officer*)

Mr. Lau Chi Yan, Pierre (*Managing Director*)

*Independent Non-executive Directors:*

Ms. Yeung Mo Sheung, Ann

Mr. Ng Kay Kwok

Mr. Yip Kat Kong, Kenneth

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Listed Company Information” page for at least seven days from the day of its publication and posting and will be published and remains on the website of the Company at <http://www.merdeka.com.hk>.*