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MERDEKA

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Merdeka Financial Services Group Limited (the “**Company**”) will be held at Jasmine Room, 3/F., Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Monday, 21 November 2016 at 11:00 a.m., for the purposes of considering and, if thought fit, passing the following resolutions with or without amendment as ordinary resolution:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the finance lease agreement dated 20 October 2016 (the “**Finance Lease Agreement**”) entered into between 恒河融資租賃(上海)有限公司 (Heng He Financial Lease (Shanghai) Company Limited*) and 營口沿海供熱有限公司 (Yingkou Costal Heat Supply Company Limited*) (the “**Lessee**”) in relation to the sale and purchase of the leased assets set out in the Finance Lease Agreement at a total consideration of RMB115 million (approximately HK\$132.25 million) and the lease back of such leased assets to the Lessee for a term of 3 years (a copy of which has been produced to the meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) any one director of the Company be and is hereby authorised to do all such acts and things, to sign and execute all such further documents on behalf of the Company and to take all such steps as he or she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Finance Lease Agreement or any transactions contemplated thereunder.”

* For identification purpose only

2. **“THAT**

- (a) the factoring agreement dated 20 October 2016 (the **“Factoring Agreement”**) entered into between 恒河融資租賃(上海)有限公司 (Heng He Financial Lease (Shanghai) Company Limited*) and 上海浦東發展銀行股份有限公司 (Shanghai Pudong Development Bank Co., Ltd.*), Dalian Branch (the **“Lender”**) in relation to the provision of loan facility of RMB115 million (approximately HK\$132.25 million) from the Lender and the assignment of lease receivables set out in the Finance Lease Agreement to the Lender (a copy of which has been produced to the meeting and marked “B” and initialled by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) any one director of the Company be and is hereby authorised to do all such acts and things, to sign and execute all such further documents on behalf of the Company and to take all such steps as he or she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Factoring Agreement or any transactions contemplated thereunder.”

By order of the Board of
Merdeka Financial Services Group Limited
Cheung Wai Yin, Wilson
Chairman and Chief Executive Officer

Hong Kong, 4 November 2016

Registered office:

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Cayman Islands
British West Indies

*Head office and principal place of
business in Hong Kong:*

Room 1502
Chinachem Century Tower
178 Gloucester Road
Wanchai, Hong Kong

* *For identification purpose only*

Notes:

1. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the share register of the Company in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of the articles of association of the Company be deemed joint holders thereof.
2. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
3. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the extraordinary general meeting or adjourned meeting.
5. All voting by the members at the Meeting shall be conducted by way of poll.

As at the date of this notice, the Board comprises two executive Directors, namely Mr. Cheung Wai Yin, Wilson and Mr. Lau Chi Yan, Pierre, and three independent non-executive Directors, namely Ms. Yeung Mo Sheung, Ann, Mr. Ng Kay Kwok and Mr. Yip Kat Kong, Kenneth.