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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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of Merdeka Financial Services Group Limited (the “**Company**”) will be held on 24 March 2017 at 11:00 a.m. at Jasmine Room, 3/F., Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong for the purposes of considering and, if thought fit, passing the following resolution with or without amendments as ordinary resolution:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the sale and purchase agreement (the “**Sale and Purchase Agreement**”) entered into among: Merdeka Financial Services Limited, a wholly-owned subsidiary of the Company (the “**Purchaser**”), as the purchaser, B-Innovare Limited (the “**Vendor**”) as the vendor and Mr. Ip Yu Chak as the guarantor dated 7 February 2017 in relation to the acquisition (the “**Acquisition**”) of 2,550,000 ordinary shares in the share capital of Heng Asset Management Limited (the “**Target**”), representing 51% of the issued share capital of the Target, at a total consideration of HK\$10,000,000, a copy of the Sale and Purchase Agreement having been produced to the Meeting and marked “A” and initialed by the chairman of the Meeting for the purpose of identification, and the transactions contemplated thereby be and are hereby approved, confirmed and ratified;

\* *for identification purposes only*

- (b) the allotment and issue of 100,000,000 (the “**Consideration Shares**”) new shares of HK\$0.001 each in the capital of the Company to the Vendor (or its nominee), credited as full paid up, in satisfaction of the consideration for the Acquisition be and are hereby approved;
- (c) the grant of the put option to the Vendor pursuant to the terms of the Sale and Purchase Agreement requiring the Purchaser to acquire the remaining 49% issued share capital of the Target at a cash consideration of HK\$10,000,000, and the transaction contemplated thereby be and are hereby approved, confirmed and ratified; and
- (d) any one or more directors of the Company be and are hereby authorised to allot and issue the Consideration Shares in accordance with the terms of the Sale and Purchase Agreement and to do all such acts and things as they consider necessary or expedient for the purpose of giving effect to the Sale and Purchase Agreement and completing the transactions contemplated thereby.”

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

Hong Kong, 8 March 2017

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
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

*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 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. Au-yeung Sei Kwok

*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>.*