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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)**

### **(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 15 AUGUST 2019;**

**AND**

### **(2) ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS AND CONVERTIBLE BONDS**

The Board is pleased to announce that the Resolution as set out in the Notice was duly passed by the Shareholders by way of poll at the EGM held on 15 August 2019.

Reference is made to the circular (the “**Circular**”) of Merdeka Financial Services Group Limited (the “**Company**”) and the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of the Company both dated 29 July 2019 in relation to, among other things, the Share Consolidation. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

#### **POLL RESULTS OF THE EGM**

The Board is pleased to announce that the ordinary resolution (the “**Resolution**”) as set out in the Notice was duly passed by the Shareholders by way of poll at the EGM held on 15 August 2019.

The total number of Shares entitling the Shareholders to attend and vote for or against the Resolution was 2,448,094,152, representing the entire issued share capital of the Company as at the date of the EGM. In addition, there were no Shares entitling the holders to attend and abstain from voting in favour of the Resolution at the EGM as set out in Rule 17.47A of the GEM Listing Rules. No Shareholder was required under the GEM Listing Rules to abstain from voting on the Resolution at the EGM. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on the Resolution at the EGM.

The Company's branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

Details of the poll results of the EGM are set out below:

ORDINARY RESOLUTION	NUMBER OF VOTES (%)	
	FOR	AGAINST
To approve, confirm and ratify the share consolidation <sup>#</sup>	472,230,894 93.24%	34,229,384 6.76%

<sup>#</sup> Full text of the Resolution was set out in the Notice.

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution of the Company at the EGM.

## SHARE CONSOLIDATION

The Board is also pleased to announce that all the conditions precedent of the Share Consolidation have been fulfilled and the Share Consolidation will become effective on Monday, 19 August 2019. Please refer to the Circular for the details, including the trading arrangement of the Consolidated Shares and the exchange and replacement of share certificates in respect of the Share Consolidation. The Shareholders should note that upon the Share Consolidation becoming effective, the colour of the share certificates of the Company will be changed from blue to green.

## ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS AND CONVERTIBLE BONDS

### (i) The Outstanding Share Options

Pursuant to the terms of the Share Option Scheme, adjustments are required to be made to the exercise price of and the number of Shares entitled to be subscribed for under the outstanding Share Options as a result of the Share Consolidation becoming effective (“Adjustments”).

Before Adjustments, there were an aggregate of 213,367,323 Shares which may be issued upon the exercise of the Share Options granted under the Share Option Scheme. In accordance with the terms and conditions of the Share Option Scheme and Rule 23.03(13) of the GEM Listing Rules, upon the Share Consolidation becoming effective on Monday, 19 August 2019, adjustments shall be made to the exercise price of the Share Options and the number of Consolidated Shares to be allotted and issued upon full exercise of subscription rights attaching to the Share Options in the following manner:

Date of grant	Exercise period of the Share Options	Immediately before the Adjustments		Immediately after the Adjustments	
		Number of Shares to be issued upon full exercise of the Share Options	Exercise price per Share (HK\$)	Adjusted number of Consolidated Shares to be issued upon full exercise of the Share Options	Adjusted exercise price per Consolidated Share (HK\$)
30/5/2012	30/05/2012–29/05/2022	336,712	HK\$3.60	33,671	HK\$36.00
17/1/2013	17/01/2013–16/01/2023	30,611	HK\$2.13	3,061	HK\$21.30
19/8/2015	19/08/2015–18/08/2025	213,000,000	HK\$0.147	21,300,000	HK\$1.47

## (ii) Outstanding Convertible Bonds

As at the date of this announcement, there are outstanding convertible bonds (the “**Convertible Bonds**”) of the Company (i) in the principal amount of HK\$124,068,000, which are convertible into 1,305,978,947 Shares at the conversion price of HK\$0.095 per Share (“**CB1**”); and (ii) in the principal amount of HK\$40,000,000, which are convertible into 173,913,043 Shares at the conversion price of HK\$0.23 per Share (“**CB2**”).

As a result of the Share Consolidation and in accordance with the terms and conditions of the Convertible Bonds, (i) the conversion price of the CB1 will be adjusted from HK\$0.095 per Share to HK\$0.95 per Consolidated Share and the maximum number of Shares to be issued by the Company upon conversion of the CB1 in full will be 130,597,895 Shares; and (ii) the conversion price of the CB2 will be adjusted from HK\$0.23 per Share to HK\$2.30 per Consolidated Share and the maximum number of Shares to be issued by the Company upon conversion of the CB2 in full will be 17,391,304 Shares. The adjustments shall take effective from Monday, 19 August 2019, being the date on which the Share Consolidation becomes effective.

Elite Partners CPA Limited, the auditor of the Company (“**Elite Partners**”), has reviewed the above adjustments and has certified in writing that the adjustments satisfy the requirements of paragraph 23.03(13) of the GEM Listing Rules, the supplementary guidance on share option schemes issued by the Stock Exchange on 5 September 2005, the terms and conditions of the Share Option Scheme and the terms of the Convertible Bonds (as the case maybe).

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

Hong Kong, 15 August 2019

*As at the date of this announcement, Mr. Cheung Wai Yin, Wilson (Chairman and Chief Executive Officer) and Ms. Tsang Kwai Ping are executive Directors; Ms. Yeung Mo Sheung, Ann, Mr. Au-yeung Sei Kwok and Ms. Ng Ka Sim, Casina are independent non-executive Directors.*

*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>.*

\* *For identification purpose only*