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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)

POLL RESULTS AT THE EXTRAORDINARY GENERAL MEETING HELD ON 7 MARCH 2017 AT 11:00 A.M.

The Board announces that the ordinary resolutions set out in the EGM Notice were duly passed by the Shareholders by way of poll at the EGM held on 7 March 2017 at 11:00 a.m..

POLL RESULTS AT THE EXTRAORDINARY GENERAL MEETING

Reference is made to the circular (the “Circular”) of Merdeka Financial Services Group Limited (the “Company”) containing, among others, a notice (the “EGM Notice”) of extraordinary general meeting of the Company held on 7 March 2017 at 11:00 a.m. (the “EGM”) dated 20 February 2017. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular and the EGM Notice.

The Board is pleased to announce that all the resolutions proposed were voted by the Shareholders by way of poll at the EGM held on 7 March 2017 at 11:00 a.m..

The Branch Share Registrar of the Company, Tricor Tengis Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

** For identification purpose only*

The poll results are set out as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To approve, confirm and ratify the Third Supplemental Deed and the transactions contemplated thereunder and to grant a specific mandate to the directors of the Company to allot and issue new ordinary shares of HK\$0.001 each in the share capital of the Company upon exercise of the conversion rights attached to the Convertible Bonds at the conversion price of HK\$0.095 per share (subject to adjustment) upon and subject to the terms and conditions of the Convertible Bonds as amended by the Third Supplemental Deed	391,051,910 (91.951%)	34,229,784 (8.049%)
2.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing of this resolution	387,067,535 (91.875%)	34,229,784 (8.125%)

Please refer to the EGM Notice for the full version of the above resolutions.

As at the time of the EGM, the total number of issued and fully paid up Shares was 1,620,094,152 Shares.

As set out in the Circular, Mr. Cheung Wai Yin, Wilson (“Mr. Cheung”), the Chairman, Chief Executive Officer and an executive director of the Company and Ivana together with their respective associates were holding 98,995,314 Shares as at the Latest Practicable Date, have abstained from voting the ordinary resolution no. 1 at the EGM. The total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolution no. 1 at the EGM was 1,521,098,838 Shares.

As set out in the Circular, Mr. Cheung, Ivana and Mr. Lau Chi Yan, Pierre, the Managing Director and an executive director of the Company, together with their respective associates were holding a total of 102,979,689 Shares as at the Latest Practicable Date, have abstained from voting the ordinary resolution no. 2 at the EGM. The total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolution no. 2 at the EGM was 1,517,114,463 Shares.

There was no Share entitling the Independent Shareholders to attend and vote only against the proposed ordinary resolutions. Save as disclosed above, none of the Shareholders have stated

their intention in the Circular to vote against or to abstain from voting on the resolutions at the EGM.

As more than 50% of the votes were cast in favour of the ordinary resolutions proposed at the EGM, the resolutions were duly passed.

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

Hong Kong, 7 March 2017

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>.