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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Merdeka Financial Services Group Limited, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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)**

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM to be held at Jasmine Room, 3/F., Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Thursday, 19 September 2019 at 11:00 a.m. is set out on pages 6 to 7 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM in person, you are requested to complete and return the accompanying form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the EGM or any adjourned meeting thereof should you so wish.

This circular 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 purposes only*

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## CONTENTS

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	<i>Page</i>
<b>Characteristics of GEM</b> .....	i
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	2
<b>Notice of EGM</b> .....	6

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the meanings as set out below:*

“Board”	the board of Directors
“Change of Company Name”	The proposed change of the English name of the Company from “Merdeka Financial Services Group Limited” to “Merdeka Financial Group Limited”, and adoption of “領智金融集團有限公司” as the dual foreign name of the Company in Chinese in place of “萬德金融服務集團有限公司” which has been used by the Company for identification purposes only, subject to the approval of the Shareholders at the EGM
“Company”	Merdeka Financial Services Group Limited (萬德金融服務集團有限公司*), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the GEM
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 11:00 a.m. on Thursday, 19 September 2019 at Jasmine Room, 3/F., Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong to consider the special resolution to be proposed to approve Change of Company Name
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries (from time to time)
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Securities”	any securities of the Company
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

\* *For identification purposes only*



**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)**

*Executive Directors:*

Mr. Cheung Wai Yin, Wilson  
*(Chairman and Chief Executive Officer)*  
Ms. Tsang Kwai Ping

*Registered Office:*

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

*Independent non-executive Directors:*

Ms. Yeung Mo Sheung, Ann  
Mr. Au-yeung Sei Kwok  
Ms. Ng Ka Sim, Casina

*Head Office and Principal Place  
of Business in Hong Kong:*

Room 1108, 11/F,  
Wing On Centre  
111 Connaught Road Central  
Central, Hong Kong

23 August 2019

*To the Shareholders and, for information only,  
the holders of the convertible bonds of the Company,*

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 9 August 2019 in relation to the Change of Company Name. The purpose of this circular is to provide you with the details regarding, among other matters, the Change of Company Name and to give you the notice of the EGM in order to enable you to make an informed decision on whether to vote for or against the special resolution to be proposed at the EGM.

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## LETTER FROM THE BOARD

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### PROPOSED CHANGE OF COMPANY NAME

The Board proposed to change the English name of the Company from “Merdeka Financial Services Group Limited” to “Merdeka Financial Group Limited”, and to adopt “領智金融集團有限公司” as the dual foreign name of the Company in Chinese in place of “萬德金融服務集團有限公司” which has been used by the Company for identification purposes only, subject to the conditions as set out in the paragraph headed “Conditions of the Change of Company Name” below.

### REASONS FOR THE CHANGE OF COMPANY NAME

The Board considers the Change of Company Name will provide the Company with a more appropriate corporate identity and image which will benefit the Company’s future business development. The Board believes that the Change of Company Name is in the interests of the Company and the Shareholders as a whole.

### CONDITIONS OF THE CHANGE OF COMPANY NAME

The Change of Company Name will be conditional upon:

- (i) the passing of a special resolution by the Shareholders at the EGM to approve the Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands granting approval for the Change of Company Name.

Upon satisfaction of the above conditions, the Change of Company Name will become effective from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. Upon the Change of Company Name becoming effective, the Company will comply with the necessary registration and/or filing procedures in Hong Kong.

### EFFECTS OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any of the rights of the Shareholders or daily business operation of the Company and its financial position. All existing Share certificates in issue bearing existing name of the Company will, after the Change of Company Name, continue to be evidence of legal title and valid for all purposes (including for the purposes of trading, settlement, registration and delivery). Accordingly, there will not be any arrangement for the exchange of the Share certificates of the Company under its existing name for new Share certificates under the new name of the Company. Once the Change of Company Name becomes effective, Share certificates of the Company will be issued in the new name of the Company.

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## LETTER FROM THE BOARD

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In addition, subject to the confirmation by the Stock Exchange, the Company will change the Chinese stock short name of the Company for trading in the Securities on the GEM of the Stock Exchange after the Change of Company Name becomes effective. It is intended that the English short name of the Company will remain the same. Subject to the Change of Company Name becoming effective, the Company will also adopt a new company logo.

### **EGM**

A notice convening the EGM to be held at Jasmine Room, 3/F., Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Thursday, 19 September 2019 at 11:00 a.m. at which special resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the Change of Company Name is set out on pages 6 to 7 of this circular.

To the best knowledge of the Directors, no Shareholders have a material interest in the Change of Company Name and accordingly, no Shareholders will have to abstain from voting at the EGM.

A form of proxy for the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, you are requested to complete and return the form of proxy accompanying this circular in accordance with the instructions printed thereon in any event not less than 48 hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof in person if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

### **CLOSURE OF BOOKS**

The register of members of the Company will be closed from Monday, 16 September 2019 to Thursday, 19 September 2019 (both days inclusive) during which period no transfer of Shares will be registered. In order to be qualified to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant Share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 13 September 2019.

### **RESPONSIBILITY STATEMENT**

This circular, 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 circular 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 circular misleading.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the Change of Company Name is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolution at the EGM.

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



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NOTICE OF EGM

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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)*

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**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**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 Thursday, 19 September 2019 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as special resolution of the Company:

**SPECIAL RESOLUTION**

“**THAT** conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Merdeka Financial Services Group Limited” to “Merdeka Financial Group Limited”, and “領智金融集團有限公司” be adopted as the dual foreign name of the Company in Chinese in place of “萬德金融服務集團有限公司” which has been used by the Company for identification purposes only (the “**Change of Company Name**”); and the directors of the Company, acting collectively and individually, be and are hereby authorised, for and on behalf of the Company, to do all such acts and things and to sign, execute, seal (where required) and deliver all such documents and to take all such steps as the directors of the Company in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or to implement the Change of Company Name.”

By order of the Board

**MERDEKA FINANCIAL SERVICES GROUP LIMITED**

**Cheung Wai Yin, Wilson**

*Chairman and Chief Executive Officer*

Hong Kong, 23 August 2019

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## NOTICE OF EGM

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*Notes:*

- (1) Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more than one proxies (if a member who is the holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Meeting, and in such event the instrument appointing a proxy shall be deemed to be revoked.
- (3) The register of members of the Company will be closed from Monday, 16 September 2019 to Thursday, 19 September 2019, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of the Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 13 September 2019.
- (4) In the case of joint holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (5) The Meeting is expected to last for less than half a day. Members (in person or by proxy) attending the Meeting are responsible for their own transportation and accommodation expenses. Members or their proxies attending the Meeting shall present their identity certifications.
- (6) If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time after 7:30 a.m. on the date of the Meeting, then the Meeting will be adjourned. The Company will post an announcement on the website of the Company at <http://www.merdeka.com.hk> and GEM website at <http://www.hkgem.com> to notify shareholders of the date, time and place of the adjourned meeting.

The Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Members of the Company should decide on their own whether they would attend the Meeting under bad weather condition bearing in mind their own situations.

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