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## **MERDEKA FINANCIAL GROUP LIMITED**

**領智金融集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8163)**

**DELAY IN DESPATCH OF CIRCULAR IN RELATION TO  
(I) PROPOSED RIGHTS ISSUE ON THE BASIS OF  
FOUR (4) RIGHTS SHARES FOR  
EVERY ONE (1) EXISTING SHARE HELD ON THE RECORD DATE;  
(II) CONNECTED TRANSACTION — SUBSCRIPTION OF  
CONVERTIBLE BONDS UNDER SPECIFIC MANDATE;  
AND (III) CONNECTED TRANSACTION — PROPOSED  
AMENDMENTS TO THE TERMS OF  
THE 2008 CONVERTIBLE BONDS**

References are made to the announcement of the Company dated 10 January 2020 in relation to the proposed rights issue, subscription of convertible bonds under specific mandate and proposed amendment to the terms of the 2008 Convertible Bonds (the “**2020 Announcement**”) and the announcement of the Company dated 21 January 2020 in relation to the proposed transfer of the 2008 Convertible Bonds. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings given to them in the 2020 Announcement.

## DELAY IN DESPATCH OF THE CIRCULAR

As disclosed in the 2020 Announcement, the Circular containing (i) further information on the proposed Rights Issue, the Subscription Agreement and the 2008 CB Terms Amendments and the transactions contemplated respectively thereunder; (ii) the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; (iii) the recommendation of the Independent Board Committee to the Independent Shareholders; and (iv) the notice of the EGM is expected be despatched to the Shareholders on or about Friday, 31 January 2020.

As more time is required for preparing and finalising the Circular, including but not limited to, the financial information of the Group and the letter from the Independent Financial Adviser. It is expected that the despatch date of the Circular will be postponed to a date on or before 21 February 2020 and the closure of register of members of the Company will be changed accordingly.

## REVISED EXPECTED TIMETABLE

In view of the delay in despatch of the Circular, the expected timetable for the Rights Issue is to be revised as below:

<b>Event</b>	<b>2020</b>
Expected despatch date of the Circular, proxy form and notice of the EGM. . . . .	Friday, 21 February
Latest time for lodging transfers of Shares in order to qualify for attendance and voting at the EGM . . . . .	4:30 p.m. on Thursday, 5 March
Closure of the register of members (both dates inclusive) . . . . .	Friday, 6 March – Thursday, 12 March
Latest time for lodging proxy forms for the EGM (not less than 48 hours prior to the time of the EGM) . . . . .	11:00 a.m. on Tuesday, 10 March
Record date for attendance and voting at the EGM . . . . .	Thursday, 12 March
<b>Expected date of the EGM. . . . .</b>	<b>11:00 a.m. on Thursday, 12 March</b>
Announcement of the poll results of the EGM. . . . .	Thursday, 12 March
Last day of dealings in securities on cum-rights basis . . . . .	Friday, 13 March

**Event****2020**

Ex-date (the first day of dealings in securities on ex-rights basis) . . . . .	Monday, 16 March
Latest time for lodging transfers of shares to qualify for the Rights Issue. . . . .	4:30 p.m. on Tuesday, 17 March
Register of members of the Company closes (both days inclusive) . . . . .	Wednesday, 18 March – Tuesday, 24 March
Record date for determining entitlements to the Rights Issue . . . . .	Tuesday, 24 March
Register of members of the Company re-opens . . . . .	Wednesday, 25 March
Despatch of Prospectus Documents (in the case of Non-Qualifying Shareholders, the Prospectus only) . . . . .	Wednesday, 25 March
First day of dealing in nil-paid Rights Shares . . . . .	9:00 a.m. on Friday, 27 March
Latest time for splitting of the PAL . . . . .	4:30 p.m. on Tuesday, 31 March
Last day of dealings in nil-paid Rights Shares . . . . .	Friday, 3 April
<b>Latest Time for Acceptance and payment for Rights Shares and application for excess Rights Shares . . . . .</b>	<b>4:00 p.m. on Wednesday, 8 April</b>
Latest Time for the Termination of the Underwriting Agreement and for the Rights Issue to become unconditional (if applicable) . . . . .	4:00 p.m. on Thursday, 9 April
Announcement of the allotment results . . . . .	Friday, 17 April
Despatch of certificates for fully-paid Rights Shares and refund cheques, if any, in respect of wholly or partially unsuccessful applications for excess Rights Shares . . . . .	Monday, 20 April
Expected first day of dealings in fully-paid rights shares . . . . .	9:00 a.m. on Tuesday, 21 April

Designated broker starts to stand in the market to  
provide matching services for odd lots of the Shares . . . . . Tuesday, 21 April

Designated broker ceases to stand in the market to  
provide matching services for odd lots of the Shares . . . . . Wednesday, 13 May

All times and dates in this announcement refer to Hong Kong local times and dates.

Dates or deadlines specified in the expected timetable above or in other parts of this announcement are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

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

Hong Kong, 31 January 2020

*As at the date of this announcement, 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; Ms. Ng Ka Sim, Casina and Mr. Wong Wing Kit.*

*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>.*