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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)

(1) PROPOSED CHANGE OF COMPANY NAME; AND (2) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Merdeka Financial Group Limited” to “NOIZ Group Limited”, and its dual foreign name in Chinese from “領智金融集團有限公司” to “聲揚集團有限公司”.

The proposed Change of Company Name is subject to (i) the passing of a special resolution by the Shareholders at the AGM to approve the Change of Company Name; and (ii) the Registrar approving the Change of Company Name by issuing a certificate of incorporation on change of name.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to make the Amendments to the Memorandum and Articles of Association, and to adopt the Amended Memorandum and Articles of Association, primarily to (i) reflect the Change of Company Name, and (ii) reflect the amendments to Appendix 3 to the GEM Listing Rules which became effective on 1 January 2022, and to conform to the Core Shareholder Protection Standards. Other minor amendments to the Memorandum and Articles of Association are also made to introduce corresponding as well as house-keeping changes.

The Amendments and the adoption of the Amended Memorandum and Articles of Association are subject to the Shareholders' approval at the AGM by way of special resolution and shall become effective subject to the Change of Company Name becoming effective and with effect from the date of issue of the certificate of incorporation on change of name by the Registrar.

GENERAL

Special resolutions will be proposed at the AGM for the Shareholders to consider and, if thought fit, approve (i) the Change of Company Name; and (ii) the Amendments and the adoption of the Amended Memorandum and Articles of Association. A circular containing, among other things, information in relation to the Change of Company Name and the Amendments and the adoption of the Amended Memorandum and Articles of Association, and a notice convening the AGM will be despatched to the Shareholders in due course.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the AGM, the effective date of the Change of Company Name, the Amendments and the adoption of the Amended Memorandum and Articles of Association, the new stock short names of the Company for trading of its securities on the GEM of the Stock Exchange, and where appropriate, the new company logo and the company website.

PROPOSED CHANGE OF COMPANY NAME

The board (the “**Board**”) of directors (the “**Directors**”) of Merdeka Financial Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) proposes to change the English name of the Company from “Merdeka Financial Group Limited” to “NOIZ Group Limited”, and its dual foreign name in Chinese from “領智金融集團有限公司” to “聲揚集團有限公司” (together, the “**Change of Company Name**”).

CONDITIONS OF THE CHANGE OF COMPANY NAME

The Change of Company Name is subject to the following conditions being fulfilled:

- (i) the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at an annual general meeting of the Company (the “**AGM**”) to approve the Change of Company Name; and
- (ii) the Registrar of the Companies in the Cayman Islands (the “**Registrar**”) approving the Change of Company Name by issuing a certificate of incorporation of change of name.

Subject to the satisfaction of the above conditions, the Change of Company Name will take effect from the date on which the Registrar enters the new English name and the new dual foreign name in Chinese of the Company in the register of companies maintained by the Registrar in place of the existing English name and the dual foreign name in Chinese of the Company, and issues a certificate of incorporation on the change of name. Thereafter, the Company will carry out all necessary registration and/or filing procedures with the Companies Registry in Hong Kong upon the Change of Company Name becoming effective.

REASONS FOR THE CHANGE OF COMPANY NAME

Besides the Group's financial services business and corporate consulting business, the Company has been seeking suitable investment and business opportunities in light of the market conditions to create value for the Company and its shareholders in a long term and sustainable manner.

As disclosed in the announcements of the Company dated 13 June 2022 and 4 July 2022, the Company has completed the acquisition of NOIZChain Limited (“NOIZ”) and dipped into the Web 3.0 market. NOIZ is a Blockchain-as-a-Service company that provides tailor made services and advice to businesses allowing them to use cloud-based solutions to manage and develop their applications and smart contracts without needing to develop and maintain their own blockchain environments. NOIZ aims to make blockchain technology widely available for every business and to drive blockchain into mass adoption and commercialisation. NOIZ is also committed to empower enterprises to embrace Web 3.0 environmentally.

As further disclosed in the voluntary announcement of the Company dated 13 March 2023, apart from the acquisition of NOIZ, the Company has also stepped into the entertainment industry in the 1st quarter of 2023 through its wholly-owned subsidiary, NOIZ Entertainment Limited, aiming to capture the potential rebound of the entertainment market as the COVID-19 pandemic reaches its end. It is anticipated that NOIZ Entertainment Limited will participate in various entertainment events in the Guangdong-Hong Kong-Macao Greater Bay Area.

With the Group's engagement in both digital platform and entertainment business segments, the Company will leverage the blockchain technology expertise and experience possessed by NOIZ, aims to digitalise the Group's entertainment segment by creating diversified and innovative ways for audiences to experience the power of virtual entertainment and to enjoy immersive experiences. At the same time, the Company will also utilise the transparency, authenticity and secured nature of the blockchain technology to enhance the interests of both creators and content owners.

Hence, the Board considers that the Change of Company Name will provide the Company with a fresh new corporate identity and image and enhance the Company's brand identity in the context of its future business development and 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.

EFFECTS OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any rights of the Shareholders or the Company's daily business operation and its financial position.

All the existing share certificates of the Company in issue bearing the present name of the Company shall, after the Change of Company Name has become effective, continue to be evidence of title to such shares of the Company (the "**Shares**") and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes.

There will not be any arrangement for exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company. Once the Change of Company Name has become effective, share certificates of the Company will only be issued in the new name of the Company and the Shares will be traded on the GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") under the new name of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English and the Chinese stock short names of the Company for trading in its securities on the GEM of the Stock Exchange will also be changed after the Change of Company Name has become effective. Subject to the Change of Company Name becoming effective, the Company will also adopt a new company logo and change its company website afterwards.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to make certain amendments (the "**Amendments**") to the amended and restated memorandum of association and amended and restated articles of association of the Company (the "**Memorandum and Articles of Association**"), and to adopt a second amended and restated memorandum of association and second amended and restated articles of association (the "**Amended Memorandum and Articles of Association**"), primarily to (i) reflect the Change of Company Name; and (ii) reflect the amendments to Appendix 3 to the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "**GEM Listing Rules**") regarding the core shareholder protection standards (the "**Core Shareholder Protection Standards**"), which became effective on 1 January 2022, and to conform to the Core Shareholder Protection Standards. Other minor amendments to the Memorandum and Articles of Association are also made to introduce corresponding as well as house-keeping changes.

The Amendments and the adoption of the Amended Memorandum and Articles of Association are subject to the Shareholders' approval at the AGM by way of special resolution and shall become effective subject to the Change of Company Name becoming effective and with effect from the date of issue of the certificate of incorporation on change of name by the Registrar. Details relating of the Amendments and the adoption of the Amended Memorandum and Articles of Association will be set out in the circular to be despatched to the Shareholders.

GENERAL

Special resolutions will be proposed at the AGM for the Shareholders to consider and, if thought fit, approve (i) the Change of Company Name; and (ii) the Amendments and the adoption of the Amended Memorandum and Articles of Association. A circular containing, among other matters, information in the relation to the Change of Company Name, the Amendments and the adoption of the Amended Memorandum and Articles of Association and a notice convening the AGM will be despatched to the Shareholders in due course.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the AGM, the effective date of the Change of Company Name, the Amendments and the adoption of the Amended Memorandum and Articles of Association, the new stock short names of the Company for trading of its securities on the GEM of the Stock Exchange, and where appropriate, the new company logo and the company website.

By order of the Board
MERDEKA FINANCIAL GROUP LIMITED
Wong Hin Shek
Chairman and Chief Executive Officer

Hong Kong, 22 March 2023

As at the date of this announcement, the executive directors of the Company are Mr. Wong Hin Shek (Chairman and Chief Executive Officer), Mr. Cheung Wai Yin, Wilson and Ms. Tsang Kwai Ping, the independent non-executive directors of the Company are Ms. Ng Ka Sim, Casina, Mr. Wong Wing Kit and Ms. Yeung Mo Sheung, Ann.

This announcement, for which the directors of the Company 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 of the Company, 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 Stock Exchange's website at <http://www.hkexnews.hk> 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>.