

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Case Number: 20160610-F08163-0005

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Company name: Merdeka Financial Services Group Limited

Stock code (ordinary shares): 8163

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 24 June 2016

A. General

Place of incorporation: The Cayman Islands

Date of initial listing on GEM: 7th March, 2002

Name of Sponsor(s): N/A

Names of directors:
(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)

Executive Directors: -
Mr. Cheung Wai Yin, Wilson (*Chairman & CEO*)
Mr. Lau Chi Yan, Pierre (*Managing Director*)

Independent Non-Executive Directors: -

Ms. Yeung Mo Sheung, Ann
Mr. Ng Kay Kwok
Mr. Yip Kat Kong, Kenneth

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Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company:

| <u>Name of substantial shareholders</u> | <u>Nature of interest/capacity</u> | <u>Number of Shares</u> | <u>Number of underlying Shares</u> | <u>Approximate percentage of total issued share capital of the Company</u> |
|--|---|--------------------------------|---|---|
| Ivana Investments Limited | Beneficial owner | 98,437,500 | 297,619,048 | 24.45% |
| CW Limited (Note 1) | Controlled corporation | 98,437,500 | 297,619,048 | 24.45% |
| Asiatrust Limited (Note 1) | Trustee | 98,437,500 | 297,619,048 | 24.45% |
| Yihua Enterprise Limited | Beneficial owner | - | 173,913,043 | 10.73% |
| Cheng Jun (Note 2) | Controlled corporation | - | 173,913,043 | 10.73% |
| Gao Yun Feng (Note 2) | Controlled corporation | - | 173,913,043 | 10.73% |

Notes:

- (1) The interest is held by Ivana, a company incorporated in the British Virgin Islands owned as to 100% by CW Limited, which in turn is wholly-owned by Asiatrust Limited, a trust company in its capacity as the trustee of a discretionary trust, the founder (as defined in the SFO) of which is Mr. Cheung Wai Yin, Wilson and the discretionary objects of which are family members of Mr. Cheung Wai Yin, Wilson (including Mr. Cheung Wai Yin, Wilson himself).
- (2) The interest is held by Yihua Enterprises Limited, a company incorporated in the British Virgin Islands owned as to 50% by Mr. Cheng Jun and 50% by Mr. Gao Yun Feng.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date: 31st December

Registered address: Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands
British West Indies

Head office and principal place of business: Room 1502
Chinachem Century Tower
178 Gloucester Road
Wanchai
Hong Kong

Web-site address (if applicable): www.merdeka.com.hk

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Share registrar: *Principal share registrar and transfer office:*
 Royal Bank of Canada Trust Company (Cayman) Limited
 4th Floor, Royal Bank House
 24 Shedden Road
 PO Box 1586
 Grand Cayman KY1-1110
 Cayman Islands

Hong Kong branch share registrar and transfer office:
 Tricor Tengis Limited
 Level 22 Hopewell Centre
 183 Queen's Road East
 Hong Kong

Auditors: Elite Partners CPA Limited

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company (together with its subsidiaries) is principally engaged in financial services business, trading business, including the trading of various brands of milk powder products to customers based in Hong Kong, and information technology business.

C. Ordinary shares

Number of ordinary shares in issue: 1,620,094,152 shares

Par value of ordinary shares in issue: HK\$0.001 each

Board lot size (in number of shares): 20,000 shares

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

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E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

Share Option Scheme

The Company operates a share option scheme adopted on 3 May 2012 and shall be valid and effective for a period of ten years from that date, subject to earlier termination by the Company in a general meeting or by the board of directors.

As at the date hereof, details of the outstanding share options granted to the directors of the Company and other eligible participants under the share option scheme of the Company are as follows:

1. 360,244 share options with the exercise price of HK\$3.60 per share granted to the directors of the Company and other eligible participants.
2. 30,611 share options with the exercise price of HK\$2.13 per share granted to the directors of the Company and other eligible participants.
3. 233,000,000 share options with the exercise price of HK\$0.147 per share granted to the directors of the Company and other eligible participants.

2017 Convertible Bonds

As at the date hereof, there is outstanding principal amount of HK\$124,068,000 of the zero coupon convertible bonds originally due 2011 and extended to 2017 with conversion price of HK\$0.3696 per share which are convertible into a maximum of 335,681,818 shares of the Company upon full conversion of the convertible bonds.

2018 Convertible Bonds

As at the date hereof, there is outstanding principal amount of HK\$40,000,000 of the zero coupon convertible bonds due 2018 with conversion price of HK\$0.23 per share which are convertible into a maximum of 173,913,043 shares of the Company upon full conversion of the convertible bonds.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

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The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Mr. Cheung Wai Yin, Wilson

Mr. Lau Chi Yan, Pierre

Mr. Ng Kay Kwok

Mr. Yip Kat Kong, Kenneth

Ms. Yeung Mo Sheung, Ann

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*