



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 March 2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer MERDEKA FINANCIAL SERVICES GROUP LIMITED

Date Submitted 3 April 2017

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code :	<u>8163</u>	Description :	<u>Ordinary Shares</u>	
		No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>200,000,000,000</u>	<u>0.001</u>	<u>200,000,000.00</u>	
Increase/(decrease)	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	
Balance at close of the month	<u>200,000,000,000</u>	<u>0.001</u>	<u>200,000,000.00</u>	
(2) Stock code :	<u></u>	Description :	<u></u>	
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u></u>	<u></u>	<u></u>	<u></u>
Increase/(decrease)	<u></u>	<u></u>	<u></u>	<u></u>
Balance at close of the month	<u></u>	<u></u>	<u></u>	<u></u>

## 2. Preference Shares

Stock code : _____	Description : _____		
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

## 3. Other Classes of Shares

Stock code : _____	Description : _____		
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (*HK\$*) : 200,000,000.00

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes shares
	(1)	(2)		
Balance at close of preceding month	<u>1,620,094,152</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>0</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Balance at close of the month	<u>1,620,094,152</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share option scheme adopted by Shareholders during AGM (03/05/2012)						
Ordinary Shares	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>360,244 (Note a)</u>
(Note 1)						
<i>Note a: Exercise price: HK\$3.60 per share; exercise period: 30/05/2012- 29/05/2022.</i>						
2. Share option scheme adopted by Shareholders during AGM (03/05/2012)						
Ordinary Shares	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>30,611 (Note b)</u>
(Note 1)						
<i>Note b: Exercise price: HK\$2.13 per share; exercise period: 17/01/2013- 16/01/2023.</i>						
3. Share option scheme adopted by Shareholders during AGM (03/05/2012)						
Ordinary Shares	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>233,000,000 (Note c)</u>
(Note 1)						
<i>Note c: Exercise price: HK\$0.147 per share; exercise period: 19/08/2015 - 18/08/2025.</i>						
			Total A. (Ordinary shares)		<u>0</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)						<u>N/A</u>

Warrants to Issue Shares of the Issuer which are to be Listed **(Not Applicable)**

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ ( / / )	_____	_____	_____	_____	_____	_____
Stock code (if listed) _____ Class of shares _____ issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date _____ (if applicable) _____ (dd/mm/yyyy) _____ ( / / )						
2. _____ _____ _____ ( / / )	_____	_____	_____	_____	_____	_____
Stock code (if listed) _____ Class of shares _____ issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date _____ (if applicable) _____ (dd/mm/yyyy) _____ ( / / )						
3. _____ _____ _____ ( / / )	_____	_____	_____	_____	_____	_____
Stock code (if listed) _____ Class of shares _____ issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date _____ (if applicable) _____ (dd/mm/yyyy) _____ ( / / )						
4. _____ _____ _____ ( / / )	_____	_____	_____	_____	_____	_____
Stock code (if listed) _____ Class of shares _____ issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date _____ (if applicable) _____ (dd/mm/yyyy) _____ ( / / )						
				Total B. (Ordinary shares)	_____	N/A
				(Preference shares)	_____	N/A
				(Other class)	_____	N/A

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Redeemed /Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. Convertible Bonds</u>						
<u>(3-year zero coupon convertible bonds originally due 2011 and extended to 2017) issued on 12/08/2008</u>	<u>HKS</u>	<u>124,068,000.00</u>	<u>0</u>	<u>124,068,000.00</u>	<u>0</u>	<u>1,305,978,947</u>
Stock code (if listed)	<u>N/A</u>					
Class of shares issuable ( <i>Note 1</i> )	<u>Ordinary shares</u>					
Subscription price	<u>HK\$0.095 per share*</u>					
EGM approval date (if applicable) (dd/mm/yyyy)	<u>(18/06/2008)</u>					
<u>2. Convertible Bonds</u>						
<u>(3-year zero coupon convertible bonds due 2018) issued on 21/04/2015</u>	<u>HKS</u>	<u>40,000,000.00</u>	<u>0</u>	<u>40,000,000.00</u>	<u>0</u>	<u>173,913,043</u>
Stock code (if listed)	<u>N/A</u>					
Class of shares issuable ( <i>Note 1</i> )	<u>Ordinary shares</u>					
Subscription price	<u>HK\$0.23 per share</u>					
EGM approval date (if applicable) (dd/mm/yyyy)	<u>(01/04/2015)</u>					
<u>3.</u>						
_____						
_____						
_____						
Stock code (if listed)	_____					
Class of shares issuable ( <i>Note 1</i> )	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	<u>( / / )</u>					
<u>4.</u>						
_____						
_____						
_____						
Stock code (if listed)	_____					
Class of shares issuable ( <i>Note 1</i> )	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	<u>( / / )</u>					
				Total C. (Ordinary shares)	<u>0</u>	
				(Preference shares)	<u>N/A</u>	
				(Other class)	<u>N/A</u>	

\* Amended pursuant to Third Supplemental Deed dated 20 January 2017 duly approved, ratified and confirmed during the extraordinary general meeting of the Company held 7 March 2017.

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes) **(Not Applicable)**

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ ( / / ) shares ( <i>Note 1</i> )		
2. _____ _____ _____ ( / / ) shares ( <i>Note 1</i> )		
3. _____ _____ _____ ( / / ) shares ( <i>Note 1</i> )		
Total D. (Ordinary shares) (Preference shares) (Other class)	N/A N/A N/A	

## Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State currency	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>Ordinary</u> ( / / ) ( / / )	<u>Nil</u> <u>Nil</u>
2.	Open offer	At price : HK\$	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>Ordinary</u> ( / / ) ( / / )	<u>Nil</u> <u>Nil</u>
3.	Placing	At price : HK\$	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>Ordinary</u> ( / / ) ( / / )	<u>Nil</u> <u>Nil</u>
4.	Bonus issue		Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>                    </u> ( / / ) ( / / )	<u>Nil</u> <u>Nil</u>

## For Main Board and GEM listed issuers

				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
Type of Issue						
5.	Scrip dividend	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) AGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	<u>Nil</u>	<u>Nil</u>
6.	Repurchase of shares		Class of shares repurchased (Note 1) _____ Cancellation date : (dd/mm/yyyy) AGM approval date: (dd/mm/yyyy)		<u>Nil</u>	<u>Nil</u>
7.	Redemption of shares		Class of shares redeemed (Note 1) _____ Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	<u>Nil</u>	<u>Nil</u>
8.	Consideration issue	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	<u>Nil</u>	<u>Nil</u>



For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	Nil Nil
10. Other (Please specify)	At price : State currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	Nil Nil
		Total E. (Ordinary shares)	0
		(Preference shares)	N/A
		(Other class)	N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	0
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A

*(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)*

Remarks (if any):

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Submitted by: Lai Yau Hong, Thomson

Title: Secretary  
(Director, Secretary or other duly authorised officer)

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*Notes :*

- 1. State the class of shares (e.g. ordinary, preference or other).*
- 2. If there is insufficient space, please append the prescribed continuation sheet.*