



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 28 February 2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer MERDEKA FINANCIAL SERVICES GROUP LIMITED

Date Submitted 1 March 2018

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 : _____ Description : _____ | | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | _____ | _____ |
| Balance at close of the month | _____ | _____ | _____ |

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>2,040,094,152</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>2,040,094,152</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 2020) issued on 12/08/2008</u> | HKS | 124,068,000.00 | 0 | 124,068,000.00 | 0 | 1,305,978,947 |
| Stock code (if listed) | N/A | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary shares | | | | | |
| Subscription price | HK\$0.095 per share | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (18/06/2008) | | | | | |
| <u>2. Convertible Bonds</u> <u>(3-year zero coupon convertible bonds due 2018) issued on 21/04/2015</u> | HKS | 40,000,000.00 | 0 | 40,000,000.00 | 0 | 173,913,043 |
| Stock code (if listed) | N/A | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary shares | | | | | |
| Subscription price | HK\$0.23 per share | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (01/04/2015) | | | | | |
| <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>4.</u> | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| | | | Total C. (Ordinary shares) | | 0 | |
| | | | (Preference shares) | | N/A | |
| | | | (Other class) | | N/A | |

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>) | | | | | | | | | | | |
| <table border="0" style="width: 100%;"> <tr> <td style="text-align: right;">Total D. (Ordinary shares)</td> <td style="width: 100px;"></td> <td style="text-align: center;">N/A</td> </tr> <tr> <td style="text-align: right;">(Preference shares)</td> <td></td> <td style="text-align: center;">N/A</td> </tr> <tr> <td style="text-align: right;">(Other class)</td> <td></td> <td style="text-align: center;">N/A</td> </tr> </table> | Total D. (Ordinary shares) | | N/A | (Preference shares) | | N/A | (Other class) | | N/A | | |
| Total D. (Ordinary shares) | | N/A | | | | | | | | | |
| (Preference shares) | | N/A | | | | | | | | | |
| (Other class) | | 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 <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | <u>Ordinary</u> (/ /) (/ /) | Nil Nil |
| 2. | Open offer | At price : | HK\$ | Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | <u>Ordinary</u> (/ /) (/ /) | Nil Nil |
| 3. | Placing | At price : | HK\$ | Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | <u>Ordinary</u> (/ /) (/ /) | Nil Nil |
| 4. | Bonus issue | | | Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | _____ (/ /) (/ /) | Nil Nil |

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 |
|---------------|----------------------|---------------------------------|---|--|---|
| 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) (/ /) | Nil | Nil |
| 6. | Repurchase of shares | | Class of shares repurchased (Note 1) _____ Cancellation date : (dd/mm/yyyy) AGM approval date: (dd/mm/yyyy) | Nil | Nil |
| 7. | Redemption of shares | | Class of shares redeemed (Note 1) _____ Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | Nil | Nil |
| 8. | Consideration issue | At price : State currency _____ | Class of shares issuable (Note 1) <u>Ordinary</u> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | Nil | Nil |

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) _____ (Preference shares) _____ (Other class) _____ | 0 N/A 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):

Submitted by: Lai Yau Hong, Thomson

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

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.*