

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/n	nm/yyyy	For the month ended (dd/mm/yyyy) : 31/03/2019					
To : Hong Kong Exchanges	and Clea	ring Limited					
Name of Issuer	MERDE	KA FINANCIAL SE	ERVICES GR	ROUP LIMITED			
Date Submitted _	04/04/20	019					
I. Movements in Authorised	Share Ca	apital					
1. Ordinary Shares							
(1) Stock code : 8163 Description : Ordinary Shares							
		No. of ordinary shares	Par value (State currency)	capital			
Balance at close of precedin	g month	200,000,000,000	HK\$0.001	HK\$200,000,000.00			
Increase/(decrease)		Nil	Nil	Nil			
Balance at close of the mont	th	200,000,000,000	HK\$0.001	HK\$200,000,000.00			
(2) Stock code :	_Descrip	otion :					
		No. of ordinary shares	Par value (State currency)	capital			
Balance at close of precedin	g month						
Increase/(decrease)							
Balance at close of the mont	salance at close of the month						

otion :		
No. of preference shares	Par value (State currency)	capital
	_	
otion :		
No. of other classes of shares	Par value (State currency)	capital
	_	
	No. of preference shares otion : No. of other classes of shares	No. of Par value (State currency) Potion: No. of other classes of shares currency)

Total authorised share capital at the end of the month (State currency):

HK\$200,000,000.00

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preferenc	No. of other	
	(1)	(2)	shares	classes of shares	
Balance at close of preceding month	2,040,094,152	N/A	N/A	N/A	
Increase/ (decrease) during the month	0	Nil	Nil	Nil	
Balance at close of the month	2,040,094,152	N/A	N/A	N/A	

III. Details of Movements in Issued Share Capital

Particulars of share option scheme including EGM						No. of new shares of issuer which may be issued pursuant thereto as at close of
approval date		Movement duri	ng the month		- 11161610	the month
(dd/mm/yyyy) and						uie monui
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share option				•		
scheme adopted						
by Shareholders						
during AGM						
(03/05/2012)						
Ordinary shares	0	0	0	0	0	360,244 (Note a)
(Note 1)				-		
Note a: Exercise pri	ce: HK\$3.60 p	er share: exercis	se period: 30/05/	/2012- 29/05/	/2022.	
2. Share option	•	,	,			
scheme adopted						
by Shareholders						
during AGM						
(03/05/2012)						
Ordinary shares	0	0	0	0	0	30,611 (Note b)
(Note 1)						
Note b: Exercise pri	ce: HK\$2 13 n	er share: exerci:	se period: 17/01/	/2013- 16/01/	/2023	
3. Share option		or orrano, oxoron				
scheme adopted						
by Shareholders						
during AGM						
(03/05/2012)						
Ordinary shares	0	0	0	0	0	233,000,000 (Note c)
(Note 1)						
Note c: Exercise pric	ce: HK\$0 147	ner share: exerc	rise neriod: 19/0	8/2015 - 18/0	18/2025	
Troto o. Exercico pin	30. 7 π (φο. 7 77	-	al A. (Ordina			
		1010	•	ce shares)		
			•	her class)		
Total funda raised d	uring the ma	onth from overs	`	inoi olass)	1 1//1	
Total funds raised d	uning the mo	mun nom exerc	150			
of options (State cu	rrency)			N/A		

Warrants to Issue Shares of the	e Issuer which	are to be Listed	l (Not Applic	able)		
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. N/A						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date			-			
(if applicable)						
(dd/mm/yyyy) 2.	(/ /)	-			
<u>Z.</u>						
						<u> </u>
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price			-			
EGM approval date (if applicable) (dd/mm/yyyy) 3.	(/ /)	-			
						-
Stock code (if listed) Class of shares issuable (Note 1)			-			
Subscription price			<u>.</u>			
EGM approval date (if applicable)						
` ,	(/ /)	-			
4.						
(/ /)						-
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price EGM approval date			-			
(if applicable) (dd/mm/yyyy)	(/ /)	-			
		Total E		ary shares)	N/A	_
				ice shares)	N/A	_
			(C	other class)	N/A	_

Convertibles (i.e. Convertible	le into Shares of t	he Issuer whic	ch are to be Liste	ed)		
Class and description	Currency of amount outstanding	Amount at close of preceding month	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
1. Convertible Bonds						
(3-year zero coupon						
convertible bonds originally						
due 2011 and extended to	<u> </u>					
2020) issued on 12/08/2008	— HK\$	124,068,000.00	0	124,068,000.00	0	1,305,978,947
Stock code (if listed)		, ,				
Class of shares						
issuable <i>(Note 1)</i>	Ordinary shares	<u>; </u>				
Subscription price _	HK\$0.095 per sha	ire				
EGM approval date						
(if applicable)						
(dd/mm/yyyy))	(18/06/2008)					
2. Convertible Bonds						
(3-year zero coupon						
convertible bonds due 2018)						
issued on 21/04/2015	HK\$	40,000,000.00	0	40,000,000.00	0	173,913,043
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HK\$0.23 per sha					
EGM approval date	11140.20 por one	<u></u>				
(if applicable)						
(dd/mm/yyyy)	(01/04/2015)					
3.						
	<u> </u>					
Stock code (if listed)	<u> </u>					
Class of shares						
issuable <i>(Note 1)</i>						
Subscription price _						
EGM approval date						
(if applicable) (dd/mm/yyyy)	/ / / \					
	(/ /)					
4.						
Ctank and a /if lintad)						
Stock code (if listed) _ Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
_			Total C. (Ordina		Nil	_
			,	ce shares)	N/A	_
			(O	ther 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)

shares (Note 1)

(Other class)

N/A

N/A

N/A

(Ordinary shares)

(Preference shares)

Total D.

Ot	her Movements in	n Issued Share Capital				
					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					monun
			Class of shares issuable (Note 1)			
1.	Rights issue	At price : State	Issue and allotment (/ / date : (dd/mm/yyyy))		
			EGM approval date: (/ / (dd/mm/yyyy))		
			(dd/iiiii/yyyy)		N/A	N/A
			Class of shares issuable (Note 1)	_		
2.	Open offer	At price : State	Issue and allotment (/ / date : (dd/mm/yyyy))		
			EGM approval date: (/ / (dd/mm/yyyy))		
			, , , , , , , , , , , , , , , , , , , ,		<u>N/A</u>	N/A
			Class of shares			
			issuable (Note 1)			
3.	Placing	At price : State	Issue and allotment (/ / date : (dd/mm/yyyy))		
			EGM approval date: (/ / (dd/mm/yyyy))		
			(N/A	N/A
			Class of shares issuable (Note 1)			
4.	Bonus issue		Issue and allotment (/ / date : (dd/mm/yyyy))		
			EGM approval date: (/ / (dd/mm/yyyy))		
			(, , , , , , , ,		N/A	N/A

	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
			Class of shares issuable (Note 1)				
5.	Scrip dividend	At price : State currency———	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	N/A
			Class of shares repurchased (Note 1)				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			(N/A	N/A
			Class of shares redeemed (Note 1)				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			(44)			N/A	N/A
			Class of shares issuable (Note 1)				
8.	Consideration issue	At price : State currency———	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			(33/11111/9399)			N/A	N/A

	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
		Class of shares			
		issuable (Note 1)			
9.	Capital reorganisation	Issue and allotment (/ / date : (dd/mm/yyyy))		
		EGM approval date: (/ / (dd/mm/yyyy))	N 1/A	N1/A
				N/A	N/A
		Class of sharesissuable (Note 1)			
10.	Other (Please specify) At price : State currency	Issue and allotment (/ / date : (dd/mm/yyyy))		
		EGM approval date: (/ / (dd/mm/yyyy))	N/A	N/A
			rdinar		
		(Preference	shares shares r class	s) N/A	- - -
To	tal increase / (decrease) in ordinary shares duri	ing the month (i.e. Total of A to	Ξ): ([·]	1)	Nil
	, , , , , , , , , , , , , , , , , , , ,	(121 121211 217)		·/ 2)	N/A
To	tal increase / (decrease) in preference shares o	luring the month (i.e. Total of A		,	N/A
То	tal increase / (decrease) in other classes of sha	,	•)	N/A
	: hese figures should be the same as the relevan apital").)	nt figures under II above ("Move	ments	in Issued Si	
	picai /./				

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 17.27A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

(iv)	all the securities of each class are in all respects identical (Note 3);
(v)	all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
(vi)	all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
(vii)	completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
(viii)	the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.
Rema	rks (if any):
-	
Subm	itted by: <u>Cheung Wai Yin, Wilson</u>
Title:	<u>Director</u> (Director, Secretary or other duly authorised officer)

Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.