日KEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>30/04/2019</u>

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	MERDEKA FINANCIAL SERVICES GROUP LIMITED
Date Submitted	03/05/2019

I. Movements in Authorised Share Capital

1.	Ordinary	Shares

(1) Stock code : <u>8163</u> Descrip	otion :	Ordinary	Shares
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	200,000,000,000	HK\$0.001	HK\$200,000,000.00
Increase/(decrease)	Nil	Nil	Nil
Balance at close of the month	200,000,000,000	<u>HK\$0.001</u>	<u>HK\$200,000,000.00</u>
(2) Stock code : <u>N/A</u> Descrip	otion :		
	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 :	N/A	_Descript	tion :		
			No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at clos	e of precedir	ng month			
Increase/(decre	ease)	-		-	
Balance at clos	e of the mon	th _			

3. Other Classes of Shares

Stock code :	N/A	_Descript	ion :		
			No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at clos	e of precedin	g month	_		
Increase/(decre	ase)	_		-	
Balance at clos	e of the mon	th _			

HK\$200,000,000.00

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	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

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date	Movement during th					No. of new shares of issuer which may be issued pursuant thereto as at close of the month
(dd/mm/yyyy) and						
class of shares issuable	Crantad	Evereiged	Cancelled	Lanaad		
1. Share option	Granted	Exercised	Cancelled	Lapsed		
scheme adopted						
by Shareholders						
during AGM						
(03/05/2012)	2	0	<u> </u>	•	0	
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 p	er share; exercis	se period: 17/01/	/2013- 16/01/	/2023.	
3. Share option						
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 pri	ce: HK\$0.147	per share; exerc	ise period: 19/08	8/2015 - 18/0	08/2025.	
		Tota	al A. (Ordina	ry shares)	Nil	
			(Preferenc	ce shares)	N/A	
			`	her class)		
Total funds raised o	luring the mo	onth from exerc	•	,		
of options (State cu			-	N/A		
	.,					

Warrants to Issue Shares of the	Issuer which	are to be Listed	(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
<u>1. N/A</u>						
Subscription price						
(if applicable) (dd/mm/yyyy)	(/ /)				
<u>2.</u>						
Outly a surface time in which a						
EGM approval date (if applicable) (dd/mm/yyyy) 3.	(/ /)				
Stock code (if listed) Class of shares issuable (Note 1)						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
4.						
Cube evintien muice						
EGM approval date (if applicable)	(/ /					
		Total B		ary shares)	N/A	_
				ce shares) ther class)		-
			0)	uici (1035)	IN/A	

Convertibles (i.e. Convertible	e 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						
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 (Note 1)	Ordinary shares	6				
Subscription price	HK\$0.095 per sha	are				
EGM approval date						
(if applicable)						
(dd/mm/yyyy))	(18/06/2008)	<u>.</u>				
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) Subscription price	Ordinary shares HK\$0.23 per sha					
EGM approval date (if applicable) (dd/mm/yyyy)	(01/04/2015)					
3.						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
<u>4.</u>						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	()					
(aa/mm/yyyy)		<u> </u>	Total C. (Ordina	ary shares)	Nil	
				ce shares)	N/A	-
				ther class)	N/A	-
			χ -	/		-

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 Appicable)

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. N/A		
	-	
	-	
	-	
2.		
	-	
	-	
shares (Note 1)		
3.		
	4	
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Ot	her Movements i	n Issued Share Capital					
	Turne of leaves					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						monar
			Class of shares issuable <i>(Note 1)</i>				
1.	Rights issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			(,			<u>N/A</u>	<u>N/A</u>
			Class of shares				
			issuable (Note 1)				
2.	Open offer	At price : State currency	lssue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						<u>N/A</u>	N/A
			Class of shares issuable <i>(Note 1)</i>				
3.	Placing	At price : State	lssue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			(,			<u>N/A</u>	N/A
			Class of shares issuable (Note 1)				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	.	
						<u>N/A</u>	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
5.	Scrip dividend	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)	(/ /		N/A	N/A
6.	Repurchase of shares		Class of shares repurchased (<i>Note 1</i>) Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
7.	Redemption of shares		Class of shares redeemed (<i>Note 1</i>) Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
8.	Consideration 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)	(/ /)	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
9. Capital reorganisation	Class of shares issuable (Note 1) Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
10. Other (Please specify) At price : State currency——	Class of shares issuable (Note 1) Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	<u>N/A</u>	N/A
	Total E. (Ordinal share: (Preference share: (Other class	s) <u>Nil</u> s) <u>N/A</u>	-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	Nil		
(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").)			

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.

Remarks (if any):

Submitted by: Cheung Wai Yin, Wilson

Title: Director (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.