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MERDEKA FINANCIAL GROUP LIMITED

領智金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8163)

EXTENSION OF THE MATURITY DATE OF THE PROMISSORY NOTES

References are made to (i) the announcements of Merdeka Financial Group Limited (the “**Company**”) dated 18 February 2019 and 28 February 2019 (the “**Acquisition Announcements**”) in relation to the acquisition of 100% of the issued share capital of Merdeka Professional Services Limited (formerly known as Veda Corporate Services Limited) by the Company (the “**Acquisition**”); and (ii) the announcement of the Company dated 10 January 2020 in relation to the proposed rights issue, subscription of convertible bonds under specific mandate and proposed amendment to the terms of the 2008 Convertible Bonds (the “**2020 Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Acquisition Announcements and the 2020 Announcement.

Pursuant to the 2019 PN issued by the Company on 28 February 2019 for the settlement of the consideration of the Acquisition, the Company shall repay interest accrued on the outstanding principal amount annually in arrears and any unpaid interest, together with the outstanding principal amount, on 28 February 2020 or such later date as Mr. Wong and the Company may mutually agree in writing (or if that is not a Business Day, the first Business Day thereafter) (the “**Maturity Date**”).

On 28 February 2020 (after trading hours), Mr. Wong entered into an extension deed (which was agreed and accepted by the Company), agreeing that (i) the Maturity Date shall be extended to the date of completion of the Subscription or the date on which the Subscription lapses, whichever is the earlier, or such later date as Mr. Wong and the Company may mutually agree in writing (or if that is not a Business Day, the first Business Day thereafter) (the “**New Maturity Date**”) and; (ii) all interest accrued on the

outstanding principal amount of the 2019 PN shall be repayable on the fifth Business Day immediately after the date of completion of the proposed Rights Issue or the date on which the proposed Rights Issue and the Underwriting Agreement are terminated or lapse, whichever is the earlier (the “**Interest Payment Date**”), or such other date as Mr. Wong and the Company may mutually agree in writing. For the avoidance of doubt, no interest shall continue to accrue after the full repayment of the principal amount of the 2019 PN on the New Maturity Date.

Save as disclosed above, all other terms and conditions of the 2019 PN shall remain unchanged and in full force and effect in all respects.

As at the date of this announcement, the outstanding principal amount of the 2019 PN is HK\$8,000,000 and the accrued interest is HK\$160,000.

By order of the Board
MERDEKA FINANCIAL GROUP LIMITED
Cheung Wai Yin, Wilson
Chairman and Chief Executive Officer

Hong Kong, 28 February 2020

As at the date of this announcement, the executive Directors are Mr. Cheung Wai Yin, Wilson (Chairman and Chief Executive Officer) and Ms. Tsang Kwai Ping, the independent non-executive Directors are Ms. Yeung Mo Sheung, Ann; Ms. Ng Ka Sim, Casina and Mr. Wong Wing Kit.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Listed Company Information” page for at least seven days from the day of its publication and posting and will be published and remains on the website of the Company at <http://www.merdeka.com.hk>.