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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)**

## **SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO CONNECTED TRANSACTION — SUBSCRIPTION OF CONVERTIBLE BONDS UNDER SPECIFIC MANDATE AND PROPOSED TRANSFER OF THE 2008 CONVERTIBLE BONDS**

References are made to (i) 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**”); (ii) the announcement of the Company dated 21 January 2020 in relation to the proposed transfer of the 2008 Convertible Bonds (the “**2008 CB Transfer Announcement**”); and (iii) the announcements of the Company dated 31 January 2020, 21 February 2020 and 13 March 2020 in relation to the delay in despatch of the Circular. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings given to them in the 2020 Announcement and the 2008 CB Transfer Announcement.

### **(1) SUBSCRIPTION AGREEMENT**

The Board announces that, after trading hours, on 20 March 2020, the Company and Team Sunny entered into a supplemental agreement to the Subscription Agreement (i) to explicitly carve out the 2008 CB Terms Amendments as an adjustment event for the Team Sunny Conversion Price; and (ii) provide that the amount HK\$31,805,651

of the debt under Mr. Wong Facilities for Debt Settlement shall consist of all of the outstanding principal amount in the sum of HK\$30,530,000 and part of the outstanding accrued interest thereon of HK\$1,275,651 under Mr. Wong Facilities.

Save for the above, all other terms and conditions of the Subscription Agreement as disclosed in the 2020 Announcement shall remain in full force and effect.

## **(2) SALE AND PURCHASE AGREEMENT**

The Board announces that, after trading hours on 20 March 2020, the Company has received a notice from Ivana that a supplemental agreement was entered into between Ivana and Team Sunny for the purpose to postpone the completion date of the Transfer to the 5th Business Days after the completion of the Rights Issue or the date of termination or lapse of the Rights Issue (whichever is the earlier) (or such later date as the parties to the Sale and Purchase Agreement may agree in writing).

Save for the above, all other terms and conditions of the Sale and Purchase Agreement as disclosed in the 2008 CB Transfer Announcement shall remain in full force and effect.

The Circular containing, among other things, (i) further information on the proposed Rights Issue, the Subscription Agreement, the 2008 CB Terms Amendments and the Transfer and the transactions contemplated respectively thereunder; (ii) the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; (iii) the recommendation of the Independent Board Committee to the Independent Shareholders; and (iv) the notice of the EGM is expected to be despatched to the Shareholders on or before Friday, 27 March 2020.

**Completion of the subscription of the Team Sunny Convertible Bonds is subject to the satisfaction of the conditions precedent set out in the Subscription Agreement. Accordingly, the issue of the Team Sunny Convertible Bonds may or may not proceed.**

**CB Transfer Completion is subject to the satisfaction of the conditions precedent set out in the Sale and Purchase Agreement. Accordingly, the Transfer may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

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

Hong Kong, 20 March 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 GEM Listing Rules 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>.*