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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)

ANNOUNCEMENT OF RESULTS FOR ADJOURNMENT OF EXTRAORDINARY GENERAL MEETING HELD ON 16 APRIL 2020

The Board of the Company announces that, on Thursday, 16 April 2020, the Shareholders approved the adjournment of the EGM to 11:00 a.m. on Monday, 18 May 2020. The venue of the Adjourned EGM will remain unchanged at 1/F., China Building, 29 Queen's Road Central, Central, Hong Kong.

References are made to (i) the notice (the "**Original EGM Notice**") of the extraordinary general meeting (the "**EGM**") and the circular (the "**Circular**") of Merdeka Financial Group Limited (the "**Company**") both dated 27 March 2020 in relation to the proposed Rights Issue, subscription of convertible bonds under specific mandate, proposed amendments to the terms of the 2008 Convertible Bonds and proposed transfer of the 2008 Sale Convertible Bonds; and (ii) the announcement of the Company dated 14 April 2020 in relation to, amongst other things, the proposed adjournment of the EGM (the "**Adjournment Announcement**"). Unless the context otherwise requires, capitalised terms in this announcement shall have the same meanings as defined in the Circular and the Adjournment Announcement.

In light of the reason set out in the Adjournment Announcement, with the requisite quorum present at the EGM, the chairman of the EGM had put forward a resolution to adjourn the EGM to 11:00 a.m. on Monday, 18 May 2020 (the "**Adjourned EGM**"), with the venue of the Adjourned EGM will remain unchanged at 1/F., China Building, 29 Queen's Road Central, Central, Hong Kong (the "**Adjournment Resolution**").

None of the resolutions set out in the Original EGM Notice had been put forward to vote by the Shareholders at the EGM, and thus, no business was discussed aside from the Adjournment Resolution which had been passed at the EGM.

RESULTS OF THE EGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules and the articles of association of the Company, voting of the Adjournment Resolution was taken by poll. The total number of votes cast in favour of the Adjournment Resolution was 64,557,811 votes, representing 100% of the total number of votes cast and no votes were cast against of the Adjournment Resolution, representing 0% of the total number of votes cast. As more than 50% of the votes were cast in favour of the Adjournment Resolution, the Adjournment Resolution was duly passed as an ordinary resolution of the Company by way of poll at the EGM.

The Adjourned EGM will be held on Monday, 18 May 2020 at 11:00 a.m. at 1/F., China Building, 29 Queen's Road Central, Central, Hong Kong to consider and, if thought fit, pass the resolutions as set out in the Original EGM Notice.

As at the date of the EGM, the Company had 262,200,719 Shares in issue, which was also the total number of Shares entitling the Shareholders to attend and vote for or against the Adjournment Resolution. In addition, there were no Shares entitling the holders to attend and abstain from voting in favour of the Adjournment Resolution as set out in Rule 17.47A of the GEM Listing Rules. No Shareholder was required under the GEM Listing Rules to abstain from voting on the Adjournment Resolution and no Shareholder was entitled to attend and vote only against the Adjournment Resolution at the EGM.

Tricor Tengis Limited, the Company's branch share registrar and transfer office in Hong Kong, was appointed as the scrutineer for the vote-taking at the EGM.

PROXY ARRANGEMENT

The form of proxy despatched with the Circular and the Original EGM Notice will remain effective for the Adjourned EGM if you do not intend to change your vote. However, should you intend to lodge a revised form of proxy, you are requested to complete and return an additional form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 11:00 a.m. (Hong Kong time) on Saturday, 16 May 2020 or not less than 48 hours before the time for holding the Adjourned EGM or any further adjournment thereof (as the case may be). The form of proxy is also available on the HKExnews website at www.hkexnews.hk and the Company's website at www.merdeka.com.hk.

Shareholders should note that the forms of proxy lodged by Shareholders prior to the date of the EGM, if completed correctly, shall continue to be valid but will be superseded and become invalid in the event that the same Shareholder has lodged an additional form of proxy with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited. Completion and return of the form of proxy or any additional form of proxy shall not preclude you from attending and voting in person at the Adjourned EGM or any further adjournment thereof (as the case may be) should you so wish, and in such event, the appointment of the proxy shall be deemed to be revoked.

TIMETABLE FOR THE BOOK CLOSURE PERIOD

As set out in the Original EGM Notice, it was proposed that the register of members of the Company (the “**Register**”) would be closed from Wednesday, 8 April 2020 to Thursday, 16 April 2020 (both days inclusive).

In light of the Adjourned EGM, the Register will be closed from Tuesday, 12 May 2020 to Monday, 18 May 2020 (both days inclusive) during which period no transfers of shares will be registered. In order to attend and vote at the Adjourned EGM (and any adjournment thereof), all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Monday, 11 May 2020.

A revised notice of the Adjourned EGM will be despatched to the Shareholders on Wednesday, 29 April 2020.

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

Hong Kong, 16 April 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>.