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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)

NOTICE OF ADJOURNED EXTRAORDINARY GENERAL MEETING

We made references 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; (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**”); and (iii) the announcement of the Company dated 16 April 2020 in relation to the results for the adjournment of the EGM (the “**Results Announcement**”). Unless the context otherwise requires, capitalised terms in this notice shall have the same meanings as defined in the Circular, the Adjournment Announcement and the Results Announcement.

As disclosed in the Results Announcement, the Adjournment Resolution was passed at the EGM, and the EGM was adjourned to Monday, 18 May 2020.

NOTICE IS HEREBY GIVEN that the adjourned extraordinary general meeting (the “**Adjourned EGM**”) of the Company will be held at 1/F., China Building, 29 Queen’s Road Central, Central, Hong Kong on Monday, 18 May 2020 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** conditional upon (i) the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of and permission to deal in the Rights Shares (as defined below) to be allotted and issued to the shareholders

of the Company (the “**Shareholders**”) pursuant to the terms and conditions of the Rights Issue (as defined below); and (ii) the Underwriting Agreement (as defined below) becoming unconditional and not being terminated in accordance with its terms:

- (i) the issue by way of rights (the “**Rights Issue**”) of not less than 1,048,802,876 new shares of HK\$0.01 each (each a “**Share**”) in the share capital of the Company and not more than 1,048,935,672 new Shares (each a “**Rights Share**”) to the Shareholders (the “**Qualifying Shareholders**”) whose names appear on the register of members of the Company on the date by reference to which entitlements to the Rights Issue are to be determined (the “**Record Date**”) (excluding those shareholders (the “**Non-Qualifying Shareholders**”) of the Company with registered addresses as shown in the register of members of the Company at the close of business on the Record Date in places outside Hong Kong in respect of whom the board (the “**Board**”) of directors (the “**Directors**”) of the Company consider it necessary or expedient not to offer the Rights Shares after making the relevant enquiries regarding the legal restrictions under the laws of the relevant places and the requirements of the relevant regulatory body or stock exchange in those places), in the proportion of four (4) Rights Shares for every one (1) existing Share held on the Record Date at the subscription price of HK\$0.110 per Rights Share be and is hereby approved;
- (ii) the underwriting agreement (the “**Underwriting Agreement**”) dated 10 January 2020 (as amended and supplemented by the extension letters dated 31 January 2020, 21 February 2020, 13 March 2020 and 14 April 2020) and entered into among the Company and Head & Shoulders Securities Limited (a copy of the Underwriting Agreement has been produced to the Adjourned EGM marked “A” and signed by the chairman of the Adjourned EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (iii) the Board or a committee thereof be and is hereby authorised to allot and issue the Rights Shares (in both nil-paid form and fully-paid form) pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to Non-Qualifying Shareholders as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company; and

- (iv) any Director be and is hereby authorised to sign and execute such documents and do all such acts and things or as they consider necessary, desirable or expedient in connection with the implementation of or giving effect to the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder.”

2. **“THAT**

- (i) the conditional subscription agreement (the **“Subscription Agreement”**) dated 10 January 2020 (as amended and supplemented by the supplemental agreement dated 20 March 2020 and the extension letter dated 14 April 2020) and entered into between the Company and Team Sunny International Holdings Limited (**“Team Sunny”**), a company incorporated in the British Virgin Islands, which is wholly-owned by Mr. Wong Hin Shek (**“Mr. Wong”**), in relation to the subscription of the convertible bonds in an aggregate principal amount of HK\$39,805,651 to be issued by the Company (the **“Team Sunny Convertible Bonds”**) entitling the holder thereof to convert the principal amount into new Shares (the **“Team Sunny Conversion Shares”**) at the conversion price of HK\$0.110 per Share (subject to adjustments)(the **“Team Sunny Conversion Price”**) pursuant to the terms and conditions of the Subscription Agreement (as amended and supplemented) (a copy of the Subscription Agreement (as amended and supplemented) has been produced to Adjourned EGM marked **“B”** and signed by the chairman of the Adjourned EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (ii) the issue of the Team Sunny Convertible Bonds in an aggregate principal amount of HK\$39,805,651 by the Company to Team Sunny for the settlement of outstanding debt due from the Company to Mr. Wong of HK\$39,805,651 be and is hereby approved, confirmed and ratified;
- (iii) subject to the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Team Sunny Conversion Shares to be allotted and issued, the Directors be and are hereby granted a specific mandate to allot and issue the Team Sunny Conversion Shares to be allotted and issued upon the exercise of the conversion rights attaching to the Team Sunny Convertible Bonds by Team Sunny pursuant to the terms and conditions of the Team Sunny Convertible Bonds (the **“Team Sunny Specific Mandate”**); and
- (iv) any Director be and is hereby authorised to sign and execute such documents and do all such acts and things or as they consider necessary, desirable or expedient in connection with the implementation of or giving effect to the Subscription Agreement, the issue of the Team Sunny Convertible Bonds and the allotment and issue of the Team Sunny Conversion Shares and the transactions contemplated thereunder.”

3. “THAT

- (i) the supplemental deed (the “**Fourth Supplemental Deed**”) dated 10 January 2020 (as amended and restated on 14 April 2020) and entered into between the Company and the holders (the “**CB Holders**”) of the zero coupon convertible bonds due 2020 issued by the Company on 12 August 2008 (the “**2008 Convertible Bonds**”) in respect of the amendments of (a) the proposed extension of the maturity date of the 2008 Convertible Bonds for a further term of three years from 13 August 2020 to 12 August 2023; and (b) the proposed revision of the conversion price of the 2008 Convertible Bonds from HK\$0.95 per Share to HK\$0.110 per Share (the “**2008 CB Terms Amendments**”) (a copy of the Fourth Supplemental Deed (as amended and restated) has been produced to Adjourned EGM marked “C” and signed by the chairman of the Adjourned EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (ii) subject to the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the new Shares to be allotted and issued by the Company upon the exercise of the conversion rights attached to the 2008 Convertible Bonds by the CB Holders (the “**2008 Conversion Shares**”), the Directors be and are hereby granted a specific mandate to allot and issue the 2008 Conversion Shares pursuant to the terms and conditions of the 2008 Convertible Bonds (as amended by the Fourth Supplemental Deed) (the “**2008 CB Specific Mandate**”); and
- (iii) any Director be and is hereby authorised to sign and execute such documents and do all such acts and things or as they consider necessary, desirable or expedient in connection with the implementation of or giving effect to the Fourth Supplemental Deed and the allotment and issue of the 2008 Conversion Shares and the transactions contemplated thereunder.”

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 Adjourned 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.

CLOSURE OF REGISTER OF MEMBERS

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.

PRECAUTIONARY MEASURES AT THE ADJOURNED EGM

The Company will implement the following precautionary measures at the Adjourned EGM to safeguard the health and safety of the attending Shareholders, staff and other stakeholders:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the Adjourned EGM venue. Any person with a body temperature of over 37.3 degrees Celsius, or who has any flu-like symptoms or is otherwise unwell will not be admitted to the Adjourned EGM venue.
- (ii) All Shareholders, proxies and other attendees who has travelled outside Hong Kong within 14 days immediately before the Adjourned EGM ("**recent travel history**"), is subject to quarantine or self-quarantine in relation to COVID-19, or has close contact with any person under quarantine or with recent travel history shall not attend the Adjourned EGM.
- (iii) Every attendee will be required to wear a surgical face mask throughout the Adjourned EGM. Please note that no masks will be provided at the Adjourned EGM venue and attendees should bring and wear their own masks.
- (iv) Seating at the Adjourned EGM will be arranged so as to reduce interaction between participants. As a result, there will be limited capacity and the Company may limit the number of attendees at the Adjourned EGM as may be necessary to avoid over-crowding.

- (v) No refreshments will be served and there will be no corporate gifts.
- (vi) Should any participant decline any of the abovementioned measures, the Company reserves the right to refuse to admit such person to the Adjourned EGM.

For the health and safety of the Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the Adjourned EGM by appointing the chairman of the Adjourned EGM as their proxy instead of attending the Adjourned EGM in person. Physical attendance is not necessary for the purpose of exercising Shareholders' rights. For non-registered holders whose Shares are held in the Central Clearing and Settlement System, they are strongly encouraged to vote through HKSCC Nominees Limited by giving instructions to their brokers or custodians.

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

Hong Kong, 29 April 2020

Notes:

- (1) Any member of the Company entitled to attend and vote at the Adjourned EGM is entitled to appoint one or more than one proxies (if a member who is the holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Adjourned EGM (i.e. 11:00 a.m. on Saturday, 16 May 2020). Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Adjourned EGM, and in such event the instrument appointing a proxy shall be deemed to be revoked.
- (3) The register of members of the Company will be closed from Tuesday, 12 May 2020 to Monday, 18 May 2020, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of the Adjourned EGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 11 May 2020.
- (4) In the case of joint holders of any share, any one of such persons may vote at the Adjourned EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the Adjourned EGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

- (5) The Adjourned EGM is expected to last for less than half a day. Members (in person or by proxy) attending the Adjourned EGM are responsible for their own transportation and accommodation expenses. Members or their proxies attending the Adjourned EGM shall present their identity certifications.
- (6) If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal or “extreme conditions” caused by a super typhoon is expected to be in force any time after 7:30 a.m. on the date of the Adjourned EGM, then the Adjourned EGM will be adjourned. The Company will post an announcement on the website of the Company at <http://www.merdeka.com.hk> and GEM website at <http://www.hkgem.com> to notify shareholders of the date, time and place of the adjourned meeting. The Adjourned EGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Members of the Company should decide on their own whether they would attend the Adjourned EGM under bad weather condition bearing in mind their own situations.
- (7) Regarding the recent outbreak of novel coronavirus in China, the Board will assess the impact of the outbreak of novel coronavirus in the local community, the disruption of the travel arrangement of the Shareholders and delivery of the proxy forms between China and Hong Kong and whether or not it is necessary to further adjourn the Adjourned EGM. If necessary, the Company will post an announcement on the website of the Company at <http://www.merdeka.com.hk> and GEM website at <http://www.hkgem.com> as soon as practicable to notify members of the Company of the date, time and place of the adjourned meeting. Any adjourned meeting will be held in Hong Kong.
- (8) As at the date of this notice, 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.