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IMPORTANT
重要提示

Reference is made to the prospectus issued by Merdeka Financial Group Limited (the “**Company**”) dated 29 May 2020 in relation to the Rights Issue (the “**Prospectus**”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.

茲提述領智金融集團有限公司（「**本公司**」）日期為二零二零年五月二十九日就供股刊發之供股章程（「**供股章程**」）。除文義另有所指外，供股章程所界定之詞彙與本文件所採用者具有相同涵義。

THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING EXCESS APPLICATION FORM (“EAF”) EXPIRES AT 4:00 P.M. ON FRIDAY, 12 JUNE 2020 (OR, UNDER BAD WEATHER AND/OR EXTREME CONDITIONS, SUCH LATER TIME AND/OR DATE AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES” OVERLEAF).

此乃有價值及可轉讓之暫定配額通知書（「暫定配額通知書」），並須閣下即時處理。本暫定配額通知書及隨附之額外申請表格（「額外申請表格」）所載之要約將於二零二零年六月十二日（星期五）下午四時正（或於惡劣天氣及／或極端情況下，則於背頁「惡劣天氣對接納供股股份及繳付股款的最後時限的影響」一段所述之有關較後時間及／或日期）屆滿。

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS PAL, OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD OR TRANSFERRED ALL OR PART OF YOUR SHARES IN THE COMPANY, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER OR OTHER REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITORS, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER(S).

閣下如對本暫定配額通知書任何方面或應採取之行動有任何疑問或閣下如已出售或轉讓閣下於本公司之全部或部分股份，應諮詢閣下之持牌證券交易商或其他註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

A copy of this PAL, together with a copy of the Prospectus, the EAF and the documents specified in the paragraph headed “15. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES” in Appendix III to the Prospectus, have been registered by the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of these documents.

本暫定配額通知書連同供股章程及額外申請表格以及供股章程附錄三內「15.送呈公司註冊處處長的文件」一段所述之文件，已根據香港法例第32章公司（清盤及雜項條文）條例第342C條送呈香港公司註冊處處長登記。香港公司註冊處處長、聯交所及香港證券及期貨事務監察委員會對任何該等文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this PAL.

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本暫定配額通知書全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

Dealings in the Rights Shares in their nil-paid and fully-paid forms may be settled through CCASS established and operated by HKSCC. You should consult your licensed securities dealer or other registered institution in securities, bank manager, solicitors, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

未繳股款及繳足股款供股股份之買賣可透過香港結算成立及運作之中央結算系統交收。閣下應就該等交收安排之詳情及該等安排如何影響閣下之權利及權益，諮詢閣下之持牌證券交易商或其他註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

倘未繳股款及繳足股款供股股份獲准於聯交所上市及買賣，並符合香港結算之證券收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，自未繳股款及繳足股款供股股份各自於聯交所開始買賣之日期或於香港結算釐定之有關其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日之交易必須於其後第二個交易日於中央結算系統交收。於中央結算系統進行之所有活動均須依據不時生效之中央結算系統一般規則及中央結算系統運作程序規則進行。



MERDEKA FINANCIAL GROUP LIMITED

領智金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 8163)

(股份代號：8163)

**RIGHTS ISSUE ON THE BASIS 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**

按於記錄日期持有每一(1)股現有股份獲發四(4)股供股股份
的基準以認購價每股供股股份0.110港元進行供股

**PAYABLE IN FULL ON ACCEPTANCE BY
NOT LATER THAN 4:00 P.M. ON FRIDAY, 12 JUNE 2020**

股款最遲須於二零二零年六月十二日(星期五)下午四時正
接納時全數繳足

PROVISIONAL ALLOTMENT LETTER

暫定配額通知書

*Branch share registrar and
transfer office in Hong Kong:*

Tricor Tengis Limited
Level 54
Hopewell Centre
183 Queen's Road East
Hong Kong

香港股份過戶登記分處：

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心
54樓

Registered office:

註冊辦事處：
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*

Room 1108, 11/F,
Wing On Centre
111 Connaught Road Central
Central, Hong Kong

總辦事處及香港主要營業地點：

香港中環
干諾道中111號
永安中心
11樓1108室

29 May 2020

二零二零年五月二十九日

Form A
表格甲

Name(s) and address of the Qualifying Shareholder(s)
合資格股東之姓名及地址

Number of Shares registered in your name(s)
on Thursday, 28 May 2020
於二零二零年五月二十八日(星期四)登記於
閣下名下之股份數目

BOX A
甲欄

Number of Rights Shares provisionally
allotted to you subject to payment in full on
acceptance by not later than 4:00 p.m. on
Friday, 12 June 2020

暫定配發予閣下之供股股份數目，股款最
遲須於二零二零年六月十二日(星期五)下午
四時正接納時繳足

BOX B
乙欄

Total subscription monies payable in full
upon acceptance

於接納時應繳足之認購股款總額

BOX C
丙欄

HK\$
港元

Provisional Allotment Letter No.
暫定配額通知書編號

Name of bank on which cheque/cashier's order is drawn:

支票／銀行本票之

付款銀行名稱：

Cheque/cashier's order number:

支票／銀行

本票號碼：

Contact Telephone No.:

聯絡電話號碼：

IN THE EVENT OF A TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR RIGHTS SHARE(S), HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR A TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHT(S) TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

如轉讓供股股份之認購權，每項買賣均須繳付香港從價印花稅。除以出售形式外，饋贈或轉讓實益擁有之權益亦須繳付香港從價印花稅。在登記轉讓本文件所代表之認購供股股份之權利前，須出示已繳付香港從價印花稅之證明。

FORM OF TRANSFER AND NOMINATION
轉讓及提名表格

Form B (To be completed and signed only by Qualifying Shareholder(s) who wish(es)
表格乙 to transfer all of his/her/its/their right(s) to subscribe for the Rights Share(s) comprised herein)
(只供擬轉讓其／彼等全部供股股份認購權之合資格股東填寫及簽署)

To: The Directors
Merdeka Financial Group Limited

致：領智金融集團有限公司
列位董事 台照

Dear Sir/Madam,

I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：

本人／吾等謹將本暫定配額通知書所列本人／吾等之供股股份之認購權全數轉讓予接受此權利並簽署下列登記申請表格(表格丙)之人士。

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of Shareholder(s)(all joint Shareholders must sign)
股東簽署(所有聯名股東均須簽署)

Date: _____ 2020

日期：二零二零年 _____ 月 _____ 日

**Hong Kong stamp duty of HK\$5.00 and ad valorem stamp duty is payable in connection
with the transfer of your rights to subscribe for the Rights Shares.**
閣下轉讓供股股份之認購權須繳付香港印花稅5.00港元及從價印花稅。

REGISTRATION APPLICATION FORM
登記申請表格

Form C
表格丙

(To be completed and signed only by the person(s) to whom the rights to subscribe
for the Rights Shares have been transferred)
(僅供已獲轉讓供股股份認購權之人士填寫及簽署)

To: The Directors
Merdeka Financial Group Limited
致：領智金融集團有限公司
列位董事 台照

Dear Sir/Madam,

I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the memorandum and articles of association of the Company.

敬啟者：

本人／吾等謹請閣下將表格甲內乙欄所列之供股股份數目，登記於本人／吾等名下。本人／吾等同意按照本暫定配額通知書及供股章程所載條款，以及在貴公司之組織章程大綱及細則的規限下，接納此等供股股份。

Existing Shareholder(s) Please mark "X" in this box 現有股東請在本欄內填上「X」號	
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To be completed in **BLOCK** letters in **ENGLISH**. Joint applicants should give the address of the first-named applicant only.

請用英文正楷填寫。聯名申請人只須填報排名首位之申請人地址。

For Chinese applicant(s), please provide your name(s) in both English and Chinese.

中國籍申請人請同時填寫中英文姓名。

Name in English 英文姓名	Family name or Company name 姓氏或公司名稱	Other names 名字	Name in Chinese 中文姓名
Name(s) of joint applicant(s) (if any) 聯名申請人姓名 (如有)			
Address in English (Joint applicants should give the address of first-named applicant only) 英文地址 (聯名申請人只須填報排名首位之申請人地址)			
Occupation 職業		Telephone No. 電話號碼	
Dividend Instructions 股息指示			
Name and address of bank 銀行名稱及地址		Bank account number 銀行賬戶號碼	

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of applicant(s) (all joint applicant(s) must sign)
申請人簽署 (所有聯名申請人均須簽署)

Date: _____ 2020

日期：二零二零年 _____ 月 _____ 日

Hong Kong ad valorem stamp duty is payable in connection with the acceptance of your rights to subscribe for the Rights Shares.
閣下接納供股股份之認購權須繳付香港從價印花稅。

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, TRICOR TENGIS LIMITED, AT LEVEL 54, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, HONG KONG, TOGETHER WITH A REMITTANCE BY CHEQUE OR CASHIER'S ORDER IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C ABOVE SO AS TO BE RECEIVED BY THE REGISTRAR BY NOT LATER THAN 4:00 P.M. ON FRIDAY, 12 JUNE 2020 (OR, UNDER BAD WEATHER AND/OR EXTREME CONDITIONS, SUCH LATER TIME AND/OR DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES" OVERLEAF). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS BY CHEQUES WHICH MUST BE DRAWN ON AN ACCOUNT WITH, OR BY CASHIER'S ORDERS WHICH MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "MERDEKA FINANCIAL GROUP LIMITED — PAL ACCOUNT" AND CROSSED "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT OVERLEAF. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

The Rights Issue is conditional upon the fulfilment (or waiver (as applicable)) of the conditions set out under the paragraph headed "Conditions of the Rights Issue" under the section headed "RIGHTS ISSUE" in the "LETTER FROM THE BOARD" in the Prospectus.

The Underwriting Agreement contains provisions entitling the Underwriter to terminate the Underwriting Agreement on or prior to the Latest Time for Termination in accordance with the terms thereof on the occurrence of certain event as set out under the paragraph headed "Termination of the Underwriting Agreement" under the section headed "THE UNDERWRITING AGREEMENT" in the "LETTER FROM THE BOARD" in the Prospectus. If the Underwriting Agreement does not become unconditional or the Underwriter or the Company terminates the Underwriting Agreement, the proposed Rights Issue will not proceed. A further announcement would be made by the Company if the Underwriting Agreement is terminated by the Underwriter or the Company.

The Shares have been dealt in on an ex-rights basis from Wednesday, 20 May 2020. Dealings in the Rights Shares in the nil-paid form will take place from Tuesday, 2 June 2020 to Tuesday, 9 June 2020 (both days inclusive). If the conditions of the Rights Issue are not fulfilled or the Underwriting Agreement is terminated by the Underwriter at or before 4:00 p.m. on Monday, 15 June 2020, the Rights Issue will not proceed.

Any persons contemplating dealings in the Shares up to the date on which all the conditions of the Rights Issue are fulfilled or waived (as applicable) (and the date on which the Underwriter's right of termination of the Underwriting Agreement ceases), and/or any dealings in the nil-paid Rights Shares from 9:00 a.m. on Tuesday, 2 June 2020 to 4:00 p.m. on Tuesday, 9 June 2020 (both dates inclusive) shall bear the risk that the Rights Issue may not become unconditional or may not proceed.

Any person contemplating dealing in the Shares and/or the Rights Shares in their nil-paid form are recommended to consult his/her/its/their own professional advisers.

閣下如欲接納全部供股股份之暫定配額，必須將本暫定配額通知書整份連同以港元繳付之上文丙欄所示之全數股款（以支票或銀行本票形式），最遲須於二零二零年六月十二日（星期五）下午四時正（或於惡劣天氣及／或極端情況下，則於背頁「**惡劣天氣對接納供股股份及繳付股款的最後時限的影響**」一段所述之較後時間及／或日期）送達登記處卓佳登捷時有限公司（地址為香港皇后大道東183號合和中心54樓）並獲登記處收訖。所有股款須以港元繳付，並以在香港持牌銀行戶口開出之支票或以香港持牌銀行發出之銀行本票支付。所有支票或銀行本票均須註明抬頭人為「**MERDEKA FINANCIAL GROUP LIMITED — PAL ACCOUNT**」，並以「**只准入抬頭人賬戶**」劃線方式開出。有關轉讓及分拆配額之指示載於背頁。本公司將不就有關股款另發收據。

供股須待供股章程「董事會函件」內「供股」一節下「供股的條件」一段所載條件獲達成（或豁免（倘適用））後，方可作實。

包銷協議載有賦予包銷商權利的條文，如發生供股章程「董事會函件」內「包銷協議」一節下「**終止包銷協議**」一段所載的若干事件，包銷商可於最後終止時限或之前根據包銷協議的條款終止包銷協議。倘包銷協議未能成為無條件或包銷商或本公司終止包銷協議，則建議供股不會進行。倘包銷商或本公司終止包銷協議，則本公司將另行發表公告。

股份已於二零二零年五月二十日（星期三）起按除權基準買賣。未繳股款供股股份將於二零二零年六月二日（星期二）至二零二零年六月九日（星期二）（包括首尾兩日）買賣。倘供股條件未獲達成或於二零二零年六月十五日（星期一）下午四時正或之前，包銷協議被包銷商終止，則供股將不會進行。

有意於供股之所有條件獲達成或獲豁免（倘適用）（及包銷協議項下包銷商的終止權終止之日期）前買賣股份及／或由二零二零年六月二日（星期二）上午九時正至二零二零年六月九日（星期二）下午四時正（包括首尾兩日）買賣任何未繳股款供股股份之任何人士，均須承擔供股可能不會成為無條件或可能不會進行之風險。

有意買賣任何股份及／或未繳股款供股股份之任何人士，建議諮詢彼等本身之專業顧問。

**A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH ACCEPTANCE
NO RECEIPT WILL BE GIVEN FOR REMITTANCE**

**每份接納須隨附一張獨立開出之支票或銀行本票
本公司將不就股款另發收據**



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)

29 May 2020

Dear Qualifying Shareholder(s),

INTRODUCTION

Reference is made to the prospectus of Merdeka Financial Group Limited (the “**Company**”) dated 29 May 2020 in relation to the Rights Issue (the “**Prospectus**”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires. In accordance with and subject to the terms and conditions as set out in the Prospectus, the Directors have provisionally allotted to you a number of Rights Shares on the basis of four (4) Rights Shares for every one (1) existing Share in issue and registered in your name(s) in the register of members of the Company on the Record Date (that is, Thursday, 28 May 2020) at the Subscription Price of HK\$0.110 per Rights Share. Your holding of the Shares on the Record Date is set out in Box A in Form A and the number of Rights Shares provisionally allotted to you is set out in Box B in Form A.

Under the Rights Issue, Qualifying Shareholders may apply, by way of excess application, for (i) any unsold entitlements of the Non-Qualifying Shareholders; and (ii) any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid Rights Shares. Application for excess Rights Shares can be made by the Qualifying Shareholders only and by duly completing and signing an EAF (in accordance with the instructions printed therein) and lodging the same with a separate remittance for the excess Rights Shares being applied for with the Registrar no later than 4:00 p.m. on Friday, 12 June 2020.

No action has been taken to permit the offering of the Rights Shares or the distribution of the Prospectus Documents in any territory other than Hong Kong. Accordingly, no person receiving the Prospectus Documents in any territory outside Hong Kong may treat it as an offer or invitation to apply or subscribe for the Rights Shares, unless in a territory where such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements thereof. Completion and return of the PAL by anyone outside Hong Kong will constitute a warranty and representation by such person to the Company that all registration, legal and regulatory requirements of such relevant jurisdictions other than Hong Kong in connection with the PAL and any acceptance of it, have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above warranty and representation. The Company reserves the right to refuse to accept any application or subscription for Rights Shares where it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction. No application for Rights Shares will be accepted from any person who is a Non-Qualifying Shareholder.

All cheques and cashier’s orders will be presented for payment immediately upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a cashier’s order in the payment of the Rights Shares, whether by the Qualifying Shareholder or such other person(s) to whom the rights to subscribe for the Rights Shares have been validly transferred, will constitute a warranty by such person that the cheque or the cashier’s order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque or cashier’s order is dishonoured on first presentation, and in that event the relevant provisional allotment of Rights Shares and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled.

RIGHTS SHARES

The Rights Shares, when allotted, issued and fully paid, will rank pari passu in all respects with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment of the Rights Shares in their fully-paid form.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

PROCEDURES FOR ACCEPTANCE

To accept your provisional allotment of Rights Shares in full, you must lodge the whole of this PAL intact with the Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with a remittance by cheque or cashier's order for the full amount payable on acceptance, as shown in Box C in Form A, so as to be received by the Registrar by no later than 4:00 p.m. on Friday, 12 June 2020 (or, under bad weather and/or extreme conditions, such later time and/or date as mentioned in the paragraph headed "EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES" below). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to "**Merdeka Financial Group Limited — PAL Account**" and crossed "**ACCOUNT PAYEE ONLY**". Such payment will constitute acceptance of the provisional allotment of Rights Shares on the terms of this PAL and the Prospectus and subject to the memorandum and articles of association of the Company. No receipt will be given for such remittances. All enquiries in connection with this PAL should be addressed to the Registrar at the above address.

It should be noted that unless this duly completed PAL, together with the appropriate remittance shown in Box C in Form A, has been lodged in the manner as described above, by not later than 4:00 p.m. on Friday, 12 June 2020 (or, under bad weather and/or extreme conditions, such later time and/or date as mentioned in the paragraph headed "EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES" below), whether by the original allottee or any person to whom the provisional allotment has been validly transferred, the relevant provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled and such Rights Shares will be available for application under the EAFs by the Qualifying Shareholders. The Company is not obliged to but may, at its sole and absolute discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions in the PAL. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

Completion and return of the PAL will constitute a warranty and representation to the Company, from such person, that all registration, legal and regulatory requirements of all relevant jurisdictions other than Hong Kong, in connection with the PAL and any acceptance of it, have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above warranty and representation. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that in doing so would violate the applicable securities legislations or other laws or regulations of any jurisdiction.

TRANSFER AND SPLITTING

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the “FORM OF TRANSFER AND NOMINATION” (Form B) and hand this PAL to the transferee(s) or through whom you are transferring your rights. The transferee(s) must then complete and sign the “REGISTRATION APPLICATION FORM” (Form C) and lodge this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C in Form A with the Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, so as to be received by the Registrar by not later than 4:00 p.m. on Friday, 12 June 2020 (or, under bad weather and/or extreme conditions, such later time and/or date as mentioned in the paragraph headed “EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES” below).

All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier’s orders which must be issued by, a licensed bank in Hong Kong and made payable to “**Merdeka Financial Group Limited — PAL Account**” and crossed “**ACCOUNT PAYEE ONLY**”. If you wish to accept only part of your provisional allotment or transfer part of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder or to transfer all or part of your rights to more than one person, the original PAL must be surrendered and lodged for cancellation by not later than 4:30 p.m. on Thursday, 4 June 2020 with the Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, who will cancel this original PAL and issue new PAL(s) in the denominations required which will be available for collection at the Registrar after 9:00 a.m. on the second Business Day after the surrender of this original PAL(s). The Company is not obliged to but may, at its sole and absolute discretion, treat PAL(s) as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions in the PAL. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage. It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

The Underwriting Agreement contains provisions entitling the Underwriter to terminate the Underwriting Agreement on or prior to the Latest Time for Termination in accordance with the terms thereof on the occurrence of certain event as set out under the paragraph headed “Termination of the Underwriting Agreement” under the section headed “THE UNDERWRITING AGREEMENT” in the “LETTER FROM THE BOARD” in the Prospectus. If the Underwriting Agreement does not become unconditional or the Underwriter or the Company terminates the Underwriting Agreement, the proposed Rights Issue will not proceed. A further announcement would be made by the Company if the Underwriting Agreement is terminated by the Underwriter or the Company.

CONDITIONS OF THE RIGHTS ISSUE

The Rights Issue is conditional upon the Underwriting Agreement having become unconditional and not being terminated in accordance with the terms thereof. Please refer to the paragraph headed “Conditions of the Underwriting Agreement” under the section headed “RIGHTS ISSUE” in the “LETTER FROM THE BOARD” in the Prospectus for details of the conditions of the Underwriting Agreement. In the event that the conditions of the Rights Issue are not satisfied in whole (or waived (as applicable)) by Monday, 15 June 2020, or such later date(s) as may be agreed between the Company and the Underwriter in writing, then the Rights Issue will not proceed.

CHEQUES AND CASHIER'S ORDER

All cheques and cashier's orders will be presented for payment immediately upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a cashier's order in the payment of the Rights Shares, whether by the Qualifying Shareholder or such other person(s) to whom the rights to subscribe for the Rights Shares have been validly transferred, will constitute a warranty by such person that the cheque or the cashier's order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation, and in that event the relevant provisional allotment of Rights Shares and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled.

SHARE CERTIFICATES AND REFUND CHEQUES FOR THE RIGHTS ISSUE

Subject to the fulfillment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be posted on or before Monday, 22 June 2020 to you by ordinary post at your own risk.

If the Underwriting Agreement is terminated or not becoming unconditional, refund cheques will be despatched on or before Monday, 22 June 2020 by ordinary post, at your own risk, to your registered addresses. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be posted on or before Monday, 22 June 2020 by ordinary post to the applicants at their own risk, to their registered addresses.

You (except HKSCC Nominees Limited) will receive one share certificate for all Rights Shares and/or excess Rights Shares (if any), both in fully-paid form, allotted and issued to you.

EXCESS RIGHTS SHARES

Under the Rights Issue, Qualifying Shareholders may apply, by way of excess application, for (i) any unsold entitlements of the Non-Qualifying Shareholders; and (ii) any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid Rights Shares. Application for excess Rights Shares can be made by the Qualifying Shareholders only and by duly completing and signing an EAF (in accordance with the instructions printed therein) and lodging the same with a separate remittance for the excess Rights Shares being applied for with the Registrar no later than 4:00 p.m. on Friday, 12 June 2020.

Applications for excess Rights Shares may be made by completing an EAF and lodging the same with a separate remittance for the excess Rights Shares being applied for. The Directors will allocate any excess Rights Shares at their discretion on a fair and equitable basis on the following principles:

- (i) any excess Rights Shares will be allocated to Qualifying Shareholders who apply for them on a pro rata basis by reference to the number of the excess Rights Shares applied for under each application;
- (ii) no reference will be made to the Rights Shares subscribed through applications by PALs or the existing number of Shares held by Qualifying Shareholders;
- (iii) no preference will be given to applications for topping up odd-lot holdings to whole lot holdings as the giving of such preference may potentially be abused by certain investors by splitting their nil-paid Rights Shares and thereby receiving more Rights Shares than they would receive if such preference is not given, which is an unintended and undesirable result; and
- (iv) pursuant to Rule 10.31(3)(b) of the GEM Listing Rules, the Company will also take steps to identify the applications for excess Rights Shares made by any controlling shareholder or its associates (together, the "**Relevant Shareholders**"), whether in their own names or through nominees. The Company shall disregard the Relevant Shareholders' applications for excess Rights Shares to the extent that the total number of excess Rights Shares they have applied for exceeds a maximum number equivalent to the total number of Rights Shares offered under the Rights Issue minus the number of Rights Shares taken up by the Relevant Shareholders under their assured entitlement to the Rights Shares.

In the event that the Board noted unusual patterns of excess applications and had reason to believe that any application may have been made with the intention to abuse the mechanism, such application for excess Rights Shares may be rejected at the sole discretion of the Board.

Any Qualifying Shareholder wishing to apply for any Rights Shares in addition to his/her/its provisional allotment must complete and sign the EAF in accordance with the instructions printed thereon and lodge the same, together with a separate remittance for the amount payable on application in respect of the excess Rights Shares applied for, with the Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:00 p.m. on Friday, 12 June 2020. All remittances must be made by cheque or cashier's order in Hong Kong dollars. Cheques must be drawn on an account with, and cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "**Merdeka Financial Group Limited — EAF Account**" and crossed "**ACCOUNT PAYEE ONLY**". The Registrar will notify the relevant Qualifying Shareholders of any allotment of excess Rights Shares made to them. No receipt will be given for such remittances. It should be noted that the lodging of the EAF does not assure the Qualifying Shareholder of being allocated any Rights Shares in excess of those of his/her/its provisional allotments.

FRACTIONS OF THE RIGHTS SHARES

On the basis of provisional allotment of four (4) Rights Shares for every one (1) existing Share held by the Qualifying Shareholders on the Record Date, no fractional entitlements to the Rights Shares will arise under the Rights Issue.

EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES

The latest time for acceptance of and payment for the Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, or a "black" rainstorm warning or "extreme conditions" caused by a super typhoon:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Friday, 12 June 2020. Instead the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Friday, 12 June 2020. Instead the latest time for acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

Under such circumstances, the dates mentioned in the expected timetable above (including, without limitation, the Latest Time for Termination) may be affected.

Dates or deadlines stated in the Prospectus for events in the timetable are indicative only and may be extended or varied between the Company and the Underwriter. Any changes to the anticipated timetable for the Rights Issue will be announced as and when appropriate.

GENERAL

Lodgment of this PAL with, where relevant, the "FORM OF TRANSFER AND NOMINATION" (Form B) purporting to have been signed by the person(s) in whose favour this PAL has been issued, shall be conclusive evidence of the title or the party or parties lodging it to deal with the same and to receive a split letter of allotment and/or the certificates for Rights Shares.

Further copies of the Prospectus are available at the Registrar.

All documents, including refund cheques (if any), will be sent by ordinary post at the risks of the relevant applicants or other persons entitled thereto to their registered addresses by the Registrar. Any refund cheques will be drawn in favour of the person named on this form (or in case of joint applicants, the first-named applicant).

This PAL and all acceptances of the offer contained herein shall be governed by and construed in accordance with the laws of Hong Kong.

PERSONAL DATA COLLECTION — PAL

By completing, signing and submitting this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) provides the holders of securities with rights to ascertain whether the Company or the Registrar holds their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business in Hong Kong at Room 1108, 11/F, Wing On Centre, 111 Connaught Road Central, Central, Hong Kong or as notified from time to time in accordance with the applicable law, for the attention of the company secretary of the Company, or (as the case may be) to the Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for the attention of Privacy Compliance Officer.

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



MERDEKA FINANCIAL GROUP LIMITED

領智金融集團有限公司

(於開曼群島註冊成立之有限公司)

(股份代號：8163)

敬啟者：

緒言

茲提述領智金融集團有限公司(「本公司」)日期為二零二零年五月二十九日有關供股之供股章程(「供股章程」)。除文義另有所指外，供股章程所界定詞彙與本文件所採用者具有相同涵義。根據供股章程所載條款及條件及在其規限下，董事已向閣下暫定配發若干數目供股股份，基準為於記錄日期(即二零二零年五月二十八日(星期四))以閣下名義在本公司股東名冊上登記之每持有一(1)股現有已發行股份獲發四(4)股供股股份，認購價為每股供股股份0.110港元。閣下於記錄日期持有之股份列於表格甲內甲欄，而閣下所獲暫定配發之供股股份數目則列於表格甲內乙欄。

根據供股，合資格股東可透過額外申請，申請(i)任何不合資格股東的未售配額；及(ii)任何未獲合資格股東接納或未獲未繳股款供股股份承讓人另行認購的供股股份暫定配額。額外供股股份僅供合資格股東申請，方法為按照於額外申請表格上印列的指示填妥及簽署額外申請表格，並於二零二零年六月十二日(星期五)下午四時正前將表格連同所申請額外供股股份的獨立股款一併交回登記處。

本公司並無採取任何行動，以獲准於香港以外任何地區提呈發售供股股份或派發章程文件。因此，於香港以外任何地區接獲章程文件之人士，概不應視之為申請或認購供股股份之要約或邀請，除非有關要約或邀請可於相關地區毋須進行任何登記或遵守其他法律及監管規定之情況下合法進行。於香港境外任何人士填妥並交回暫定配額通知書，即表示該人士向本公司保證及聲明，已經或將會妥為遵守香港以外相關司法權區有關暫定配額通知書及接納暫定配額通知書之一切登記、法律及監管規定。為免生疑問，香港結算及香港中央結算(代理人)有限公司將不會作出上述任何保證或聲明，亦不會受其所規限。本公司保留權利在其相信接納任何供股股份認購申請將觸犯任何司法權區之適用證券或其他法律或規例之情況下，拒絕接納有關申請。概不會接納屬不合資格股東之任何人士提出之供股股份認購申請。

所有支票或銀行本票將於收訖後隨即過戶，而就有關股款所賺取之利息(如有)將全部撥歸本公司所有。填妥暫定配額通知書並連同合資格股東或獲有效轉讓供股股份認購權之其他人士支付供股股份股款之支票或銀行本票一併交回，即表示該人士保證支票或銀行本票將於首次過戶時可兌現。在不損害本公司其他有關權利之情況下，本公司保留權利拒絕受理任何隨附支票或銀行本票於首次過戶時未能兌現的有關暫定配額通知書，而在此情況下，有關供股股份之暫定配額及其項下一切有關權利及資格將被視作已遭放棄而將予取消。

供股股份

供股股份(於配發、發行及繳足股款後)將在各方面與當時已發行股份擁有同等權益。繳足股款供股股份的持有人將有權收取於配發繳足股款供股股份當日後宣派、作出或派付的所有未來股息及分派。

倘未繳股款及繳足股款供股股份獲准於聯交所上市及買賣以及符合香港結算之股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可由供股股份以未繳股款及繳足股款形式各自於聯交所開始買賣日期或由香港結算釐定之有關其他日期起，於中央結算系統內寄存、結算及交收。

聯交所參與者之間於任何交易日進行之交易，須於其後第二個交易日於中央結算系統交收。所有中央結算系統之活動均須遵守不時生效之中央結算系統一般規則及中央結算系統運作程序規則。

接納之手續

閣下如欲接納供股股份之全部暫定配額，必須將整份本暫定配額通知書連同表格甲內丙欄所載於接納時應付之全數股款(以支票或銀行本票形式)，最遲須於二零二零年六月十二日(星期五)下午四時正(或於惡劣天氣及/或極端情況下，則於下文「惡劣天氣對接納供股股份及繳付股款的最後時限的影響」一段所述之較後時間及/或日期)送達登記處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心54樓)並獲登記處收訖。所有股款須以港元支票或銀行本票繳付。支票必須由香港持牌銀行之銀行戶口開出，而銀行本票則須由香港持牌銀行發出，註明抬頭人為「**Merdeka Financial Group Limited — PAL Account**」，並以「**只准入抬頭人賬戶**」劃線方式開出。繳付股款後，即表示已按本暫定配額通知書及供股章程所載之條款，並在本公司組織章程大綱及細則的規限下接納供股股份之暫定配額。本公司將不另發股款收據。所有有關本暫定配額通知書之查詢均須寄交上述地址之登記處。

謹請注意，除非填妥之本暫定配額通知書連同表格甲內丙欄所示之應繳股款於不遲於二零二零年六月十二日(星期五)下午四時正(或於惡劣天氣及/或極端情況下，則於下文「惡劣天氣對接納供股股份及繳付股款的最後時限的影響」一段所述之較後時間及/或日期)由原承配人或任何已有效承讓暫定配額之人士按上述方式送達登記處，否則有關暫定配額及其項下之一切權利及配額將被視作放棄並予以取消，而有關供股股份將可供合資格股東以額外申請表格作出申請。即使暫定配額通知書並未遵照暫定配額通知書之相關指示填妥，本公司無需但可全權酌情決定視暫定配額通知書為有效，並使遞交暫定配額通知書之人士或其代表受其約束。本公司可要求有關未填妥之暫定配額通知書申請人於稍後填妥有關表格。

填妥及交回暫定配額通知書將構成有關人士向本公司作出保證及聲明，其已經或將會就暫定配額通知書及其任何接納妥為遵守香港以外所有相關司法權區之一切登記、法例及法規之規定。為免生疑問，香港結算及香港中央結算(代理人)有限公司將不會作出上述任何保證或聲明，亦不會受其所規限。倘本公司相信接納任何供股股份申請將違反任何司法權區之適用證券法例或其他法例或法規，則本公司保留拒絕受理有關申請之權利。

轉讓及分拆

閣下如欲轉讓根據本暫定配額通知書暫定配發予閣下之供股股份之全部認購權，須填妥及簽署「轉讓及提名表格」(表格乙)並將本暫定配額通知書交予承讓人或接納閣下轉讓權利之人士。承讓人須填妥及簽署「登記申請表格」(表格丙)，並將整份本暫定配額通知書連同表格甲內丙欄所載於接納時應繳之全數股款，最遲須於二零二零年六月十二日(星期五)下午四時正(或於惡劣天氣及/或極端情況下，則於下文「惡劣天氣對接納供股股份及繳付股款的最後時限的影響」一段所述之較後時間及/或日期)送達登記處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心54樓)並獲登記處收訖。

所有股款須以港元繳付，而支票須以香港之持牌銀行戶口開出，或銀行本票須由香港之持牌銀行發出，及註明抬頭人為「Merdeka Financial Group Limited — PAL Account」，並劃線註明「只准入抬頭人賬戶」。閣下如僅欲接納閣下之部分暫定配額，或轉讓根據本暫定配額通知書暫定配發予閣下之供股股份之部分認購權，或向超過一名人士轉讓閣下全部或部分權利，則閣下須不遲於二零二零年六月四日(星期四)下午四時三十分前將原暫定配額通知書交出及送達登記處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心54樓)予以註銷，登記處將會註銷此份原暫定配額通知書並按所需數目發出新暫定配額通知書。新暫定配額通知書將可於交出此份原暫定配額通知書後第二個營業日上午九時正後於登記處領取。即使暫定配額通知書並未遵照暫定配額通知書之相關指示填妥，本公司無需但可全權酌情決定視暫定配額通知書為有效，並使遞交暫定配額通知書之人士或其代表受其約束。本公司可能要求相關申請人其後填妥有關未填妥之暫定配額通知書。謹請注意，轉讓閣下有關於供股股份之認購權予承讓人及承讓人接納該等權利須繳付香港印花稅。

包銷協議載有賦予包銷商權利的條文，如發生供股章程「董事會函件」內「包銷協議」一節下「終止包銷協議」一段所載的若干事件，包銷商可於最後終止時限或之前根據包銷協議的條款終止包銷協議。倘包銷協議未能成為無條件或包銷商或本公司終止包銷協議，則建議供股不會進行。倘包銷商或本公司終止包銷協議，則本公司將另行發表公告。

供股的條件

供股須待包銷協議成為無條件且並無根據包銷協議的條款被終止後，方可作實。有關包銷協議之條件之詳情，請參閱供股章程「董事會函件」內「供股」一節下「包銷協議的條件」段落。倘供股之條件未能於二零二零年六月十五日(星期一)或本公司與包銷商可能書面協定的相關較後日期前全部獲達成(或獲豁免(倘適用))，屆時供股將不會進行。

支票及銀行本票

所有支票及銀行本票將緊隨收取後即時過戶，而自有關款項產生之所有利息(如有)將撥歸本公司所有。填妥並交回暫定配額通知書連同支付供股股份股款之支票或銀行本票(不論由合資格股東或已獲有效轉讓供股股份認購權的其他人士交回)，將構成有關人士之保證，指支票或銀行本票將於首次過戶時獲兌現。倘支票或銀行本票於首次過戶時未能兌現，在不影響本公司之其他權利之情況下，本公司保留拒絕受理任何暫定配額通知書之權利，且於該情況下，供股股份之有關暫定配額及其項下之一切權利及配額將視作已遭放棄而被註銷。

供股之股票及退款支票

待供股條件獲達成的前提下，所有繳足股款供股股份之股票預期將於二零二零年六月二十二日(星期一)或之前以普通郵遞方式寄發予閣下，惟郵誤風險概由閣下自行承擔。

倘包銷協議終止或並未成為無條件，則退款支票將於二零二零年六月二十二日(星期一)或之前以普通郵寄方式寄發予閣下之登記地址，郵誤風險概由閣下自行承擔。有關全部或部分不成功額外供股股份申請(如有)的退款支票預期將於二零二零年六月二十二日(星期一)或之前以平郵方式寄發至申請人的登記地址，郵誤風險概由彼等自行承擔。

除香港中央結算(代理人)有限公司外，閣下將會就配發及發行予閣下之所有供股股份及/或額外供股股份(如有)(均為繳足股款)獲發一張股票。

額外供股股份

根據供股，合資格股東可透過額外申請，申請(i)任何不合資格股東的未售配額；及(ii)任何未獲合資格股東接納或未獲未繳股款供股股份承讓人另行認購的供股股份暫定配額。額外供股股份僅供合資格股東申請，方法為按照於額外申請表格上印列的指示填妥及簽署額外申請表格，並於二零二零年六月十二日(星期五)下午四時正前將表格連同所申請額外供股股份的獨立股款一併交回登記處。

申請額外供股股份的方法為填妥額外申請表格並將表格連同所申請額外供股股份的獨立股款一併交回。董事將按公平公正的基準酌情分配任何額外供股股份，原則如下：

- (i) 任何額外供股股份均會參照各份申請所申請的額外供股股份數目，按比例向申請額外供股股份的合資格股東分配額外供股股份；
- (ii) 不會考慮合資格股東透過暫定配額通知書申請認購的供股股份或所持有的現有股份數目；
- (iii) 將零碎持股補足為一手完整買賣單位的申請不會獲優先處理，乃因可能出現濫用此優先機制之情況，若干投資者可能透過分拆其未繳股款供股股份，從而收取數目較倘不給予優先處理所獲者為多之供股股份，並非本公司之原意及希望看到之結果；及
- (iv) 根據GEM上市規則第10.31(3)(b)條，本公司將採取步驟識別由任何控股股東及其聯繫人(統稱「**相關股東**」)(不論以本人的名義或通過代理人)提出的額外供股股份申請。相關股東可申請的額外供股股份總數不得超過供股發售的供股股份總數減去其在供股股份保證配額下承購的供股股份數目，本公司對相關股東超出該上限的申請不予受理。

倘董事會注意到額外申請出現不尋常模式，並有理由相信任何申請可能是為濫用上述機制而提出，則董事會可能全權酌情決定拒絕有關額外供股股份申請。

任何合資格股東如欲申請認購多於其暫定配額之任何供股股份，必須按額外申請表格上印備之指示將表格填妥並簽署，並連同就所申請認購額外供股股份須於申請時繳交款項之獨立匯款，於二零二零年六月十二日(星期五)下午四時正之前送達登記處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心54樓)。所有股款須以港元支票或銀行本票繳付。支票必須由香港持牌銀行之銀行戶口開出，而銀行本票則須由香港持牌銀行發出，註明抬頭人為「Merdeka Financial Group Limited — EAF Account」，並以「只准入抬頭人賬戶」劃線方式開出。登記處將通知相關合資格股東彼等獲配發之任何額外供股股份。本公司將不另發股款收據。謹請注意，交回額外申請表格並不保證合資格股東將獲分配超出其暫定配額之任何供股股份。

零碎供股股份

按照合資格股東於記錄日期每持有一(1)股現有股份獲暫定配發四(4)股供股股份的基準計算，不會因供股而產生零碎供股股份配額。

惡劣天氣對接納供股股份及繳付股款的最後時限的影響

倘出現以下情況，則接納供股股份並繳付股款的最後時限不會落實：

- (i) 八號或以上熱帶氣旋警告信號或「黑色」暴雨警告或超強颱風造成的「極端情況」於香港本地時間二零二零年六月十二日(星期五)中午十二時正前生效，而於中午十二時正後不再生效。取而代之，接納供股股份並繳付股款的最後時限將順延至同一營業日下午五時正；或
- (ii) 八號或以上熱帶氣旋警告信號或「黑色」暴雨警告或超強颱風造成的「極端情況」於香港本地時間二零二零年六月十二日(星期五)中午十二時正至下午四時正期間生效。取而代之，接納供股股份並繳付股款的最後時限將重訂為該等警告於香港上午九時正至下午四時正期間並無生效的下一營業日下午四時正。

在該情況下，以上預期時間表所述日期(包括但不限於最後終止時限)可能受到影響。

供股章程所述有關時間表內事件的日期或時限僅供說明，可能由本公司與包銷商延期或修改。供股的預期時間表如有任何變動，本公司將於適當時候公佈。

一般事項

本暫定配額通知書連同(如相關)宣稱由獲發本暫定配額通知書人士所簽署之「轉讓及提名表格」(表格乙)一經交回，即確證交回之人士有權處理本暫定配額通知書及收取分拆配額函件及／或有關供股股份之股票。

閣下如需要額外之供股章程，可於登記處索取。

所有文件(包括退款支票(如有))將由登記處以普通郵遞方式寄至有關申請人或其他應得人士之登記地址，郵誤風險概由彼等自行承擔。任何退款支票均以本表格上填上之姓名作為抬頭人(或如屬聯名申請人，則以排名首位之申請人為抬頭人)。

本暫定配額通知書及所有接納其中所載之要約均須受香港法例監管，並按其詮釋。

收集個人資料 — 暫定配額通知書

填妥、簽署及交回本暫定配額通知書，即表示閣下同意向本公司、登記處及／或彼等各自之顧問及代理披露個人資料及彼等所需有關閣下或閣下為其利益而接納暫定配發供股股份之人士之任何資料。香港法例第486章《個人資料(私隱)條例》賦予證券持有人權利，可確定本公司或登記處是否持有其個人資料、索取有關資料之副本及更正任何不準確資料。根據《個人資料(私隱)條例》，本公司及登記處有權就處理任何查閱資料要求而收取合理費用。有關查閱資料或更正資料或查閱有關政策及慣例以及持有資料種類之訊息之所有要求，應寄往本公司之香港主要營業地點香港中環干諾道中111號永安中心11樓1108室或根據適用法律不時通知之地址，並以本公司之公司秘書為收件人，或(視情況而定)寄往登記處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心54樓)，並以私隱條例事務主任為收件人。

此致

列位合資格股東台照

代表董事會
領智金融集團有限公司
主席兼行政總裁
張偉賢
謹啟

二零二零年五月二十九日