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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 23.06A of the Rules Governing the Listing of Securities (the “**GEM Listing Rules**”) on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of Merdeka Financial Group Limited (the “**Company**”) hereby announces that on 20 January 2021, the Company has offered to grant to certain Directors, employees and consultants of the Group (the “**Grantees**”), subject to acceptance by such Grantees, a total of 132,320,000 share options (the “**Share Option(s)**”) which will entitle the Grantees to subscribe for a total number of 132,320,000 ordinary shares of nominal value of HK\$0.01 each (the “**Share(s)**”) in the share capital of the Company under the share option scheme adopted by the Company on 30 December 2020. The number of Shares to be issued upon exercise of the Share Options grant to the Grantees represents less than 10% of the issued shares as at the date of this announcement.

Details of the Share Options granted are as follows:

Date of grant	: 20 January 2021 (the “ Date of Grant ”)
Exercise price of Share Options granted	: HK\$0.015 per Share
Number of Share Options granted	: 132,320,000 Shares Options
Validity period of Share Options	: (i) 87,320,000 Share Options shall be valid for three years from the Date of Grant (i.e.: 20 January 2021 to 19 January 2024 (both days inclusive));

- (ii) 45,000,000 Share Options shall be valid for five years from the Date of Grant (i.e.: 20 January 2021 to 19 January 2026 (both days inclusive)).

Consideration for the grant : HK\$1.00 per Grantee

Each Share Option shall entitle the holder of the Share Option to subscribe for one Share upon exercise of such Share Option at an exercise price of HK\$0.015 per Share, which represents at least the higher of: (1) the nominal value of a Share on the Date of Grant; (2) the closing price of HK\$0.015 per Share as stated in the daily quotations sheet issued by the Stock Exchange on the Date of Grant; and (3) the average closing price of HK\$0.0142 per Share as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant.

Among the total 132,320,000 Share Options, 12,000,000 Share Options set out in sub-paragraph (ii) above were granted to the following Directors:

Name of Directors	Capacity	Number of the Share Options Granted
Ms. Tsang Kwai Ping	Executive Director	9,000,000
Ms. Ng Ka Sim, Casina	Independent non-executive Director	1,000,000
Mr. Wong Wing Kit	Independent non-executive Director	1,000,000
Ms. Yeung Mo Sheung, Ann	Independent non-executive Director	1,000,000

The grant of Share Options to the above Directors has been approved by the independent non-executive Directors (save in relation to the grant to each independent non-executive Director, by remaining independent non-executive Directors). Save as disclosed above, none of the Grantees is a Director, chief executive nor substantial shareholder of the Company, or any of their respective associates (as defined under the GEM Listing Rules) as at the date of this announcement.

By order of the Board
MERDEKA FINANCIAL GROUP LIMITED
Wong Hin Shek
Chairman and Chief Executive Officer

Hong Kong, 20 January 2021

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

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules of the Stock Exchange 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>.