HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : _28/02/2021

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	MERDEKA FINANCIAL GROUP LIMITED (Incorporated in the Cayman Islands with limited liability)
Date Submitted	02/03/2021

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>8163</u> Descrip	otion :	Ordinary Shares			
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>		
Balance at close of preceding month	20,000,000,000	HK\$0.01	HK\$200,000,000.00		
Increase/(decrease)	Nil	N/A	Nil		
Balance at close of the month			HK\$200,000,000.00		
(2) Stock code : <u>N/A</u> Descrip	otion :				
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>		
Balance at close of preceding month					
Increase/(decrease)					
Balance at close of the month					

2. Preference Shares

Stock code : <u>N/A</u> Descri	iption :		
	No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	ı		
Increase/(decrease)		-	
Balance at close of the month			

3. Other Classes of Shares

Stock code : <u>N/A</u> Desc	ription :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mont	th		
Increase/(decrease)		-	
Balance at close of the month			

Total authorised share capital at the end of the month (*State currency*) :

HK\$200,000,000.00

II. Movements in Issued Share Capital

	No. of ordina	ary shares	No of preference	No. of other
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	1,323,243,595	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	Nil	Nil	Nil
Balance at close of the month	1,323,243,595	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of					No. of new shares	No. of new shares of
share option					of issuer issued	issuer which may be
scheme					during the month	issued pursuant
including EGM		Movement du	ring the month		pursuant thereto	thereto as at close of
approval date					_	the month
(dd/mm/yyyy) and						
class of shares issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share option	Oranted	LYELOBER	Cancelled	Lapseu		
scheme adopted						
by Shareholders						
at the AGM held						
on 03/05/2012						
Ordinary shares	0	0	0	0	0	35,854 (Note a)
(Note 1)						
Note a: Exercise pr	rice: HK\$33.33	3 per share; exei	rcisable period: 3	0/05/2012- 29/	/05/2022.	
2. Share option						
scheme adopted						
by Shareholders						
at the EGM held						
on 30/12/2020						
Ordinary shares	0	0	0	0	0	87,320,000 (Note b)
(Note 1)						
Note b: Exercise pr	rice: HK\$0.015	per share; exerc	isable period: 20	/01/2021- 19/0	01/2024.	
3. Share option						
scheme adopted						
by Shareholders						
at the EGM held						
on 30/12/2020						
Ordinary shares	0	0	0	0	0	45,000,000 (Note c)
(Note 1)						
Note c: Exercise pr	ice: HK\$0.015	-				
		To	tal A. (Ordina	• /	N/A	
			(Preferen	ce shares)	N/A	
			(0	ther class)	N/A	
Total funds raised		onth from exerc	ise			
of options (State c	urrency)			N/A		

Warrants to Issue Shares of the	e Issuer which	are to b	e Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nomina at clo prece mor	se of ding	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A							
Subscription price							
EGM approval date							
(if applicable) (dd/mm/yyyy)	()					
2. N/A		/					
2.107							
Stock code (if listed)							
Class of shares							
Subscription price							
EGM approval date (if applicable)							
(dd/mm/yyyy)	(/ /)					
3. N/A	X	/					
		_					
(/ /)							
Stock code (if listed)							
Class of shares issuable (Note 1)							
Subscription price							
EGM approval date							
(if applicable)							
	(/ /)					
<u>4. N/A</u>							
(/ /)							
Stock code (if listed) Class of shares							
issushis (Note 1)							
Subscription price							
EGM approval date							
(if applicable)	(1 1	`					
(dd/mm/yyyy)	(/ /)					
			Total B.	(Ordina	ary shares)	N/A	
					ce shares)		-
				•	ther class)		-
				(0	······································		-

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as a close of the month
1. Convertible Bonds						
(3-year zero coupon						
convertible bonds originally						
due 2011 and extended to	_					
2023) issued on 12/08/2008	HK\$	69,068,000.00	0	69,068,000.00	0	627,890,909
Stock code (if listed)	N/A					
Class of shares	Ordinante					
issuable (Note 1) Subscription price	Ordinary sha HK\$0.110 per					
EGM approval date	πτφυ. πο μει					
(if applicable)						
,	(18/06/2008) & (18	8/05/2020)				
2. Convertible Bonds	· _ · · · · ·					
(3-year zero coupon convertible	e					
bonds due 2023)						
issued on 21/05/2020	HK\$	39,805,651.00	0	39,805,651.00	0	361,869,554
Stock code (if listed)	N/A					
Class of shares						
issuable (Note 1)	Ordinary sha					
Subscription price	HK\$0.110 per	share				
EGM approval date (if applicable)						
(dd/mm/yyyy)	(18/05/202	0)				
3. N/A	(10/00/202					
	_					
Stock code (if listed) Class of shares issuable <i>(Note 1)</i> Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(//)					
4. N/A	_					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
		То	tal C. (Ordina		N/A	-
				ce shares)	N/A	-
			(U	ther class)	N/A	-

Any other Agreements or Arrangements to Issue Shares of the Iss Options (other than under Share Option Schemes)	suer which are to be List	ed, including
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. <u>N/A</u>		
	_	
(/ / Ordinary shares <i>(Note</i>))	
2. <u>N/A</u>		
)	
	<u>)</u> 1)	
3. N/A		
)	
	<u>/</u> 1)	
Total D. (Ordinary share	s) N/A	
(Preference share	s) N/A	-
(Other clas	s) <u>N/A</u>	-

	her Movements	in Issued Share Capital						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares issuable <i>(Note 1)</i>						
1.	Rights issue	At price : State currency	_ Issue and allotment date : (dd/mm/yyyy)	(/	/)		
			EGM approval date: (dd/mm/yyyy)	(/	/)	N/A	N/A
			Class of shares issuable <i>(Note 1)</i>	_					
2.	Open offer	At price : State	_ lssue and allotment date : (dd/mm/yyyy)	(/	/)		
			EGM approval date: (dd/mm/yyyy)	(/	/)		
								<u>N/A</u>	<u>N/A</u>
			Class of shares issuable (<i>Note 1</i>)						
3.	Placing	At price : State	_ lssue and allotment date : (dd/mm/yyyy)	(/	/)		
			EGM approval date: (dd/mm/yyyy)	(/	1)	N/A	N/A
			Class of shares issuable <i>(Note 1)</i>						
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/	/)		
			EGM approval date: (dd/mm/yyyy)	(/	/)	N/A	N/A

	Turne of leave					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of Issue						montin
5.	Scrip dividend	At price : State currency ———	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy))	<u>N/A</u>	<u>N/A</u>
6.	Repurchase of shares		Class of shares repurchased (<i>Note 1</i>) Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy))	N/A	N/A
7.	Redemption of shares		Class of shares redeemed <i>(Note 1)</i> Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	/ /)	N/A	N/A
8.	Consideration issue	At price : State currency——	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy))	N/A	N/A

	Type of Issue			No. of new shares of issuer during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9.	Capital		Class of shares issuable <i>(Note 1)</i> Issue and allotment (/ /))		
	reorganisation		date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
10.	Other	State	Class of shares issuable <i>(Note 1)</i>	-	
	(Share Consolidation)	At price : State	lssue and allotment date : (dd/mm/yyyy) (/ /)	
			EGM approval date: (dd/mm/yyyy) (/ /) <u>N/A</u>	N/A
			Total E. (Ordin shar (Preference shar (Other cla	res) N/A res) N/A	<u> </u>

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	N/A
(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)	

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 17.27A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

Submitted by: <u>Hau Hei Man, Sonya</u>

 Company Secretary

 (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. *"Identical" means in this context:*
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.