

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5
FORMS RELATING TO LISTING
FORM F
GEM
COMPANY INFORMATION SHEET

Case Number: _____

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, 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 information sheet.

Company name: Merdeka Financial Group Limited

Stock code (ordinary shares): 8163

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on GEM of The Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 8 March 2021

A. General

Place of incorporation: The Cayman Islands

Date of initial listing on GEM: 7th March, 2002

Name of Sponsor(s): N/A

Names of directors:
(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)

Executive Directors: -
Mr. Wong Hin Shek
(Chairman and Chief Executive Officer)
Mr. Cheung Wai Yin, Wilson
Ms. Tsang Kwai Ping

Independent Non-Executive Directors: -
Ms. Ng Ka Sim, Casina
Mr. Wong Wing Kit
Ms. Yeung Mo Sheung, Ann

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Name(s) of substantial shareholder(s):
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

<u>Name of substantial shareholders</u>	<u>Nature of interest/capacity</u>	<u>Number of Shares</u>	<u>Number of underlying Shares</u>	<u>Approximate percentage of total issued share capital of the Company</u>
Team Sunny International Holdings Limited (Note 1)	Beneficial owner	390,730,000	861,869,554	91.08%
Wong Hin Shek (Note 1)	Controlled corporation	390,730,000	861,869,554	91.08%

Notes:

- (1) The interest is held by Team Sunny International Holdings Limited, a company incorporated in the British Virgin Islands owned as to 100% by Mr. Wong Hin Shek.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date: 31st December

Registered address: Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Head office and principal place of business: Room 1108
11th Floor
Wing On Centre
111 Connaught Road Central
Central
Hong Kong

Web-site address (if applicable): www.merdeka.com.hk

Share registrar: *Principal share registrar and transfer office:*
Suntera (Cayman) Limited
Suite 3204, Unit 2A, Block 3, Building D
P.O. Box 1586, Gardenia Court, Camana Bay
Grand Cayman, KY1-1100, Cayman Islands

Hong Kong branch share registrar and transfer office:
Tricor Tengis Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

Auditors: Elite Partners CPA Limited

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B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company and its subsidiaries are principally engaged in (i) financial services business including the securities brokerage services, provision of corporate finance advisory services, asset management business, money lending services and financial leasing business; (ii) corporate consulting business including company secretarial services, accounting and financial reporting services and management consulting services; (iii) trading business; and (iv) information technology business.

C. Ordinary shares

Number of ordinary shares in issue: 1,375,243,595 shares

Par value of ordinary shares in issue: HK\$0.01 each

Board lot size (in number of shares): 20,000 shares

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

E. Other securities

Details of any other securities in issue.
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

Share Option Scheme

The Company operates a share option scheme (the "Share Option Scheme") approved and adopted by the Shareholders at the extraordinary general meeting of the Company held on 30 December 2020 (the "Date of Adoption") and shall be valid and effective for a period of ten years from the Date of Adoption, subject to earlier termination by the Company in a general meeting. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

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As at the date hereof, the Company had 80,355,854 accumulated total outstanding Share Options, which entitled holders thereof to subscribe for (i) 80,320,000 Share Options under the Share Option Scheme at an exercise price of HK\$0.015 per Share and (ii) 35,854 Share Option under the old share option scheme, which adopted by the Company on 3 May 2012 and terminated by an ordinary resolution in an extraordinary general meeting on 30 December 2020, at an exercise price of HK\$33.333 per Share. Save for the aforementioned Share Options, the Company does not have any other outstanding Share Options.

2008 Convertible Bonds

As at the date hereof, there is outstanding principal amount of HK\$69,068,000 of the zero coupon convertible bonds originally due 2011 and extended to 2023 with conversion price of HK\$0.110 per share which can be convertible into a maximum of 627,890,909 shares of the Company upon full conversion of the convertible bonds.

2020 Convertible Bonds

As at the date hereof, there is outstanding principal amount of HK\$39,805,651 of the zero coupon convertible bonds due 2023 with conversion price of HK\$0.110 per share which can be convertible into a maximum of 361,869,554 shares of the Company upon full conversion of the convertible bonds.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Submitted by: Hau Hei Man Sonya
(Name)

Title: Company Secretary
(Director, secretary or other duly authorised officer)

NOTE

Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.