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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of Merdeka Financial Group Limited (the “**Company**”) will be held at Room 1108, 11/F, Wing On Centre, 111 Connaught Road Central, Central, Hong Kong on Tuesday, 15 June 2021 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** subject to the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue, with effect from the second business day immediately following the day of passing of this resolution, being a day on which the shares of the Company are traded on the Stock Exchange:
  - (a) every ten (10) issued and unissued shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) share of HK\$0.1 each (each a “**Consolidated Share**”), and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company (the “**Share Consolidation**”);
  - (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the board (the “**Board**”) of directors (the “**Directors**”) of the Company may think fit; and

(c) the Directors be and are hereby authorised to do all such acts, deeds and things and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the foregoing.”

2. “**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of Hong Kong Limited (the “**Stock Exchange**”) granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of and permission to deal in the Rights Shares (as defined below) to be allotted and issued to the shareholders of the Company (the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:

(a) the issue by way of rights (the “**Rights Issue**”) of not less than 346,310,897 Consolidated Shares of HK\$0.1 each in the share capital of the Company and not more than 355,069,860 Consolidated 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 considers 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 five (5) Rights Shares for every two (2) Consolidated Shares held on the Record Date at the subscription price of HK\$0.150 per Rights Share be and is hereby approved;

(b) the underwriting agreement (the “**Underwriting Agreement**”) dated 12 April 2021 (as amended and supplemented by the extension letter dated 3 May 2021 and from time to time) and entered into among the Company and Head & Shoulders Securities Limited (a copy of the Underwriting Agreement has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

(c) 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

- (d) 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.”

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

Hong Kong, 25 May 2021

*Notes:*

- (1) Any member of the Company entitled to attend and vote at the Meeting 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) For the health and safety of the Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the EGM by appointing the chairman of the EGM as their proxy instead of attending the EGM in person. Physical attendance is not necessary for the purpose of exercising Shareholders' rights. 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 Meeting (i.e. 11:00 a.m. on Sunday, 13 June 2021). Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Meeting, 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, 8 June 2021 to Tuesday, 15 June 2021, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of the Meeting, 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, 7 June 2021.
- (4) In the case of joint holders of any share, any one of such persons may vote at the Meeting, 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 Meeting 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 Meeting is expected to last for less than half a day. Members (in person or by proxy) attending the Meeting are responsible for their own transportation and accommodation expenses. Members or their proxies attending the Meeting 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 Meeting, then the Meeting 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 Meeting 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 Meeting 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 adjourn the 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) The Company will implement the following novel coronavirus precautionary measures at the EGM, including: (a) compulsory body temperature checks (any person with fever, respiratory symptoms or a body temperature of over 37.3 degree Celsius will not be permitted access to the EGM venue); (b) request of wearing of surgical face masks throughout the EGM and not wearing surgical face masks will not be permitted access to the EGM venue; (c) hand sanitizer will be provided; (d) no refreshments will be served and there will be no corporate gifts; and (e) other safety measures as appropriate.
- (9) As at the date of this notice, 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.