

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

This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities in the Company.



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)

COMPLETION OF SUBSCRIPTION AND ISSUE OF NEW SHARES UNDER THE GENERAL MANDATE

Financial Adviser to the Company



References are made to the announcements of the Company dated (i) 13 June 2022 and 4 July 2022 (the “**Acquisition Announcements**”) in relation to, amongst other things, the Acquisition; and (ii) 19 June 2022 (the “**Subscription Announcement**”) in relation to, amongst other things, the Subscription. Capitalised terms used herein shall have the same meanings as those defined in the Acquisition Announcements and Subscription Announcement, unless the context otherwise requires.

The Board is pleased to announce that the conditions precedent to the Subscription as set out in the Subscription Agreement has been fulfilled and Completion took place on 7 July 2022. Upon Completion, 15,000,000 new Shares were allotted and issued by the Company

to the Subscriber. Immediately after the issuance of such new Shares, the shareholding structure of the Company is as follows:

Shareholder	Immediately before the completion of Subscription		Immediately after the completion of Subscription	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Team Sunny International Holdings Limited (<i>Note 1</i>)	136,755,500	24.79	136,755,500	24.13
Mr. Cheung Wai Yin, Wilson (<i>Note 2</i>)	5,578	0.01	5,578	0.01
Ms. Tsang Kwai Ping (<i>Note 3</i>)	900,000	0.16	900,000	0.16
The Vendors	66,666,663	12.08	66,666,663	11.76
The Subscriber (<i>Note 4</i>)	—	—	15,000,000	2.65
Other public Shareholders	<u>347,401,205</u>	<u>62.96</u>	<u>347,401,205</u>	<u>61.29</u>
Total	<u>551,728,946</u>	<u>100.00</u>	<u>566,728,946</u>	<u>100.00</u>

Notes:

- 1. Team Sunny International Holdings Limited is owned as to 100% by Mr. Wong Hin Shek, the Chairman, an executive Director and the chief executive officer of the Company, whose is deemed to be interested in 136,755,500 Shares pursuant to the Part XV of the SFO.*
- 2. Mr. Cheung Wai Yin, Wilson is an executive Director and personally interested in 5,578 Shares.*
- 3. Ms. Tsang Kwai Ping is an executive Director and personally interested in 900,000 Shares.*
- 4. Pursuant to the Subscription Agreement, the Subscription Shares are subject to a lock up period of six months following the date of Completion.*

The Board is of the view that the completion of Subscription will enlarge the shareholder base, including the involvement of the Subscriber as strategic investor, and the capital base of the Company. In addition, the net proceeds of the Subscription will be utilized on the general working capital of NOIZ which allows the Group to accelerate the business development of NOIZ and to capture the potential growth of the booming of Fin-tech and blockchain technology application.

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

Hong Kong, 7 July 2022

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 Stock Exchange's website at <http://www.hkexnews.hk> 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>.