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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 23 DECEMBER 2022

Financial adviser to the Company



References are made to the notice (the “**Notice**”) of extraordinary general meeting (the “**EGM**”) and the circular (the “**Circular**”) of Merdeka Financial Group Limited (the “**Company**”) dated 8 December 2022. Capitalised terms used herein shall have the same meanings as those defined in the Notice and Circular unless otherwise stated herein.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the proposed resolution (the “**Resolution**”) as set out in the Notice was duly passed by way of poll by the Independent Shareholders at the EGM on Friday, 23 December 2022.

Tricor Tengis Limited, the Company’s branch share registrar and transfer office in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the EGM.

As at the date of the EGM, the total number of issued shares in the Company was 566,728,946.

As stated in the Circular, the Subscriber, is wholly and ultimately owned by Mr. Wong, being the Chairman, an executive Director and the chief executive officer of the Company, is beneficially interested in 136,755,500 Shares, representing approximately 24.13% of the issued share capital of the Company, shall abstain from voting on the Subscription Agreement and the transactions contemplated thereunder at the EGM and had so abstained.

Accordingly, there were 429,973,446 Shares entitling the Shareholders to attend and vote for or against the Resolution at the EGM.

Save as disclosed above, no other Shareholder was required under the GEM Listing Rules to abstain from voting for the Subscription Agreement at the EGM and no other Shareholder was entitled to attend but was required under the GEM Listing Rules to abstain from voting in favour of the Subscription Agreement at the EGM.

No other parties had indicated in the Circular their intention to vote against or abstain from voting on the Resolution at the EGM.

The poll results in respect of the Resolution at the EGM is set out below:

| ORDINARY RESOLUTION <i>(Note)</i> | | Number of votes cast (Approximate %) | | Total number of votes cast |
|--|--|---|----------------|---------------------------------------|
| | | FOR | AGAINST | |
| 1. | To approve the Subscription Agreement, the issue of the Convertible Bonds and the grant of the specific mandate to the board of Directors of the Company to allot and issue the Conversion Shares. | 97,582,344 (100%) | 0 (0%) | 97,582,344 (100.00%) |

Note: The full text of the above Resolution is set out in the Notice.

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as ordinary resolution by way of poll at the EGM.

Save for Mr. Cheung Wai Yin, Wilson, an executive Director, who did not attend the EGM due to other business commitment, all other Directors have attended the EGM either in person or through electronic means.

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

Hong Kong, 23 December 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 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>.