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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)**

### **COMPLETION OF CONNECTED TRANSACTION — PROPOSED ISSUE OF CONVERTIBLE BONDS UNDER SPECIFIC MANDATE**

**Financial adviser to the Company**



References are made to (i) the circular of Merdeka Financial Group Limited (the “**Company**”) dated 8 December 2022 (the “**Circular**”) in relation to, among other things, the entering into of the Subscription Agreement involving the issue of the Convertible Bonds and the Conversion Shares under the Specific Mandate; and (ii) the announcement of the Company dated 23 December 2022 in relation to the poll results of the extraordinary general meeting of the Company held on 23 December 2022. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

### **COMPLETION OF ISSUE OF CONVERTIBLE BONDS**

The Board is pleased to announce that all the conditions precedent set out in the Subscription Agreement have been fulfilled and the completion of the issue of the Convertible Bonds in the aggregate principal amount of HK\$91,000,000 to the Subscriber took place on 28 December 2022 in accordance with the terms and conditions of the Subscription Agreement.

## EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

For illustration purposes only, the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately upon full conversion of the Convertible Bonds at the Conversion Price of HK\$0.186 (assuming that there are no other changes to the shareholding structure of the Company from the date of this announcement and up to the full conversion of the Convertible Bonds); and (iii) immediately upon full conversion of the Convertible Bonds at the Conversion Price of HK\$0.186 and the 2023 August Remaining CB (assuming that there are no other changes to the shareholding structure of the Company from the date of this announcement and up to the full conversion of the Convertible Bonds and the 2023 August Remaining CB) are as follows:

	(i) As at the date of this announcement		(ii) Immediately upon full conversion of the Convertible Bonds at the Conversion Price of HK\$0.186		(iii) Immediately upon full conversion of the Convertible Bonds at the Conversion Price of HK\$0.186 and the 2023 August Remaining CB	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
The Subscriber ( <i>Note 1</i> )	136,755,500	24.13	626,002,811	59.28	626,002,811	58.42
Mr. Cheung Wai Yin, Wilson ( <i>Note 2</i> )	5,578	0.01	5,578	0.01	5,578	0.01
Ms. Tsang Kwai Ping ( <i>Note 3</i> )	900,000	0.16	900,000	0.09	900,000	0.08
Mr. Ann, Yu Chiu Andy ( <i>Note 4</i> )	19,999,999	3.52	19,999,999	1.89	19,999,999	1.87
Holders of the 2023 August Remaining CB ( <i>Note 5</i> )	—	—	—	—	15,631,110	1.46
Other public Shareholders	<u>409,067,869</u>	<u>72.18</u>	<u>409,067,869</u>	<u>38.73</u>	<u>409,067,869</u>	<u>38.16</u>
<b>Total</b>	<b><u>566,728,946</u></b>	<b><u>100.00</u></b>	<b><u>1,055,976,257</u></b>	<b><u>100.00</u></b>	<b><u>1,071,607,367</u></b>	<b><u>100.00</u></b>

*Notes:*

1. The Subscriber, being Team Sunny International Holdings Limited is owned as to 100% by Mr. Wong, who 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. Mr. Ann, Yu Chiu Andy is the director of NOIZChain Limited (a wholly-owned subsidiary of the Company) and personally interested in 19,999,999 Shares.
5. Upon Completion of the Subscription, the remaining outstanding principal amount of the 2023 August CB is HK\$14,068,000 with an initial conversion price of HK\$0.90.

## **USE OF PROCEEDS**

As the Subscription Price payable by the Subscriber under the Subscription Agreement has been satisfied by setting off the aggregate outstanding principal amount of HK\$91,000,000 under the 2023 May CB (after the Early Redemption) and the 2023 August CB held by the Subscriber, there were no proceeds arising from the issue of the Convertible Bonds.

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

Hong Kong, 28 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>.*