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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 ANNUAL GENERAL MEETING HELD ON 5 MAY 2023**

At the annual general meeting of Merdeka Financial Group Limited (the “**Company**”) held on 5 May 2023 (the “**AGM**”), all of the ordinary resolutions (the “**Ordinary Resolutions**”) and the special resolutions (the “**Special Resolutions**”) as set out in the notice of the AGM dated 31 March 2023 (the “**Notice**”) were taken by poll. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the circular of the Company dated 31 March 2023 (the “**Circular**”). The poll results in respect of the Resolutions were as follows:

<b>Ordinary Resolutions</b>		<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To receive and consider the audited consolidated financial statements, the report of the directors and the independent auditor’s report of the Company for the year ended 31 December 2022	186,239,927 (100%)	0 (0%)
2.	(a) To re-elect Mr. Wong Hin Shek as an executive director of the Company	186,239,927 (100%)	0 (0%)
	(b) To re-elect Mr. Wong Wing Kit as an independent non-executive director of the Company	186,239,927 (100%)	0 (0%)
3.	To authorise the board of directors of the Company to fix directors’ remuneration	186,239,927 (100%)	0 (0%)

<b>Ordinary Resolutions</b>		<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
4.	To re-appoint Elite Partners CPA Limited as auditor and authorise the board of directors of the Company to fix the remuneration of the auditor	186,239,927 (100%)	0 (0%)
5.#	(A) To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the aggregate number of issued shares of the Company	186,239,927 (100%)	0 (0%)
	(B) To grant a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the aggregate number of issued shares of the Company	186,239,927 (100%)	0 (0%)
	(C) To increase the general mandate to be given to the directors of the Company to issue new Shares of the Company	186,239,927 (100%)	0 (0%)
<b>Special Resolutions</b>			
6.#	To approve the change of the English name of the Company from “Merdeka Financial Group Limited” to “NOIZ Group Limited”, and its dual foreign name in Chinese from “領智金融集團有限公司” to “聲揚集團有限公司”	186,239,927 (100%)	0 (0%)
7.#	To approve the proposed amendments to the memorandum of association and articles of association of the Company and to adopt the second amended and restated memorandum of association and articles of association of the Company	186,239,927 (100%)	0 (0%)

# The full text of the Resolutions are set out in the Notice.

As more than 50% of the votes were cast in favour of each of the Ordinary Resolutions and not less than 75% of the votes were cast in favour of each of the Special Resolutions, all the Ordinary Resolutions and the Special Resolutions proposed at the AGM were duly passed as Ordinary Resolutions and Special Resolutions of the Company respectively.

As at the date of the AGM, the issued share capital of the Company was 566,728,946 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against on each of the Ordinary Resolutions and Special Resolutions, respectively. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the Ordinary Resolutions and Special Resolutions at the AGM as set out in Rule 17.47A of the Rules Governing the Listing of Securities on the GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). No Shareholder was required under the GEM Listing Rules to abstain from voting on any of the Ordinary Resolutions and Special Resolutions at the AGM. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the Ordinary Resolutions and Special Resolutions at the AGM.

The Branch Share Registrar of the Company, Tricor Tengis Limited, acted as the scrutineer for the purpose of vote-taking at the AGM.

All Directors attended the AGM in person or by electronic means.

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

Hong Kong, 5 May 2023

*As at the date of this announcement, the executive Directors are Mr. Wong Hin Shek (Chairman and Chief Executive Officer) 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>.*