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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 17 DECEMBER 2021

The board (the “**Board**”) of directors (the “**Directors**”) of Merdeka Financial Group Limited (the “**Company**”) is pleased to announce that at the extraordinary general meeting of the Company held on 17 December 2021 (the “**EGM**”), all the ordinary resolutions (the “**Ordinary Resolutions**”) as set out in the notice of the EGM dated 29 November 2021 (the “**EGM Notice**”) were approved by shareholders of the Company (the “**Shareholders**”) by way of poll at the EGM. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the EGM Notice and the circular of the Company dated 29 November 2021 (the “**Circular**”).

Pursuant to Rule 17.42A of the GEM Listing Rules, the ordinary resolution No. 2 in respect of the Proposed Refreshment of General Mandate (the “**Refreshment of General Mandate Resolution**”) shall be subject to the Independent Shareholders’ approval at the EGM. Any controlling shareholders and their respective associates, or where there are no controlling shareholders, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the Refreshment of General Mandate Resolution.

As at the date of the EGM, the Company has no controlling Shareholder as defined under the GEM Listing Rules, and (i) Team Sunny International Holdings Limited, a company which is wholly and ultimately owned by Mr. Wong Hin Shek, being the Chairman, an executive Director and the chief executive officer of the Company, is beneficially interested in 136,755,500 Shares, representing approximately 28.19% of the issued share capital of the Company; (ii) Mr. Cheung Wai Yin, Wilson, an executive Director, is the legal and beneficial owner of 5,578 Shares representing approximately 0.01% of the issued share capital of the Company; and (iii) Ms. Tsang Kwai Ping, an executive Director, is beneficially interested in 900,000 Shares, representing approximately 0.19% of the issued share capital of the Company. As such, Mr. Wong Hin Shek, Team Sunny International Holdings Limited, Mr. Cheung Wai Yin, Wilson, Ms. Tsang Kwai Ping and their respective associates shall abstain, and had so abstained, from voting in favour of the Refreshment of General Mandate Resolution at the EGM.

As at the date of the EGM, the total number of issued shares was 485,062,283. Accordingly, there were 485,062,283 and 347,401,205 Shares entitling the Shareholders to attend and vote for or against the resolution No. 1 in respect of the refreshment of the Scheme Mandate Limit and the Refreshment of General Mandate Resolution at the EGM respectively.

Save as disclosed above, no other Shareholder was required under the GEM Listing Rules to abstain from voting for any of the Ordinary Resolutions at the EGM. There were no other Shares entitling the Shareholders to attend and abstain from voting in favour of any of the Ordinary Resolutions at the EGM as set out in Rule 17.47A of the GEM Listing Rules. 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 at the EGM.

The poll results in respect of the Ordinary Resolutions proposed at the EGM were as follows:

Ordinary Resolutions [#]		Number of Votes (%)	
		For	Against
1.	To approve the refreshment of the scheme mandate limit under the share option scheme adopted by the Company on 30 December 2020.	180,690,727 (100%)	0 (0%)
2.	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.	43,035,227 (100%)	0 (0%)

[#] The full text of the Ordinary Resolutions are set out in the EGM Notice.

As more than 50% of the votes were casted in favour of each of the Ordinary Resolutions, all the Ordinary Resolutions proposed at the EGM were duly passed as Ordinary Resolutions of the Company.

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

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

Hong Kong, 17 December 2021

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 GEM website at <http://www.hkgem.com> 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>.