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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Merdeka Financial Group Limited (the “**Company**”) will be held on Friday, 5 May 2023 at 11:00 a.m. at Room 1108, 11/F, Wing On Centre, 111 Connaught Road Central, Central, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

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.
- 2(a). To re-elect Mr. Wong Hin Shek as an executive director of the Company.
- 2(b). To re-elect Mr. Wong Wing Kit as an independent non-executive director of the Company.
3. To authorise the board of directors of the Company (“**the Board**”) to fix the remuneration of the Directors.
4. To re-appoint Elite Partners CPA Limited as auditor and authorise the Board to fix the remuneration of the auditor.

5. To consider and, if thought fit, pass with or without amendment, the following resolutions as ordinary resolutions of the Company:

(A) **“THAT:**

- (i) subject to paragraph (iii) of this resolution and pursuant to the Rules Governing the Listing of Securities on GEM (**“GEM”**) of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares in the share capital of the Company or options, warrants, or similar rights to subscribe for any shares and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company), which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (iii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined), or (b) the exercise of rights of conversion under any securities which are convertible into shares of the Company, or (c) any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or a part of a dividend on shares of the Company pursuant to the articles of association of the Company from time to time, or (d) the grant or exercise of any options granted under any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries of options to subscribe for, or rights to acquire, shares of the Company, shall not in aggregate exceed 20 per cent. of the aggregate number of shares of the Company in issue at the date of passing of this resolution and the said approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;

- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means the allotment or issue of shares in the share capital of the Company pursuant to an offer of shares open for a period fixed by the Directors made to holders of shares of the Company or any class thereof whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

(B) **“THAT:**

- (i) subject to paragraph (iii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own issued shares in the share capital of the Company on GEM of the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange in accordance with all the applicable laws and the requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (as amended from time to time) or of any other stock exchange, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares at a price determined by the Directors;
- (iii) the aggregate number of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution shall not exceed 10 per cent. of the aggregate number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT** subject to the passing of resolutions numbered 5(A) and 5(B) set out in the notice convening this meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to resolution numbered 5(A) in the notice convening this meeting be and is hereby increased by the addition thereto of the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to the resolution numbered 5(B) set out in the notice convening this meeting, provided that such number of shares of the Company so repurchased shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of the said resolution.”

SPECIAL RESOLUTIONS

As special business, to consider and, if thought fit, to pass the following resolutions as special resolutions of the Company:

“**THAT:**

6. subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands (the “**Registrar**”) being obtained, the English name of the Company be changed 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” (the “**Change of Company Name**”), with effect from the date on which the Registrar registers the new English name and the new dual foreign name in Chinese in the Register of Companies in the Cayman Islands in place of the existing names and issues a certificate of incorporation on change of name, and any director of the Company (each a “**Director**”), and the company secretary (the “**Company Secretary**”) of the Company be and are hereby authorised severally to do all such acts and things and execute such further documents and (where required) under seal of the Company, and take all steps which, in his/her/its opinion, may be necessary,

desirable or expedient to implement and give effect to the aforesaid Change of Company Name, and to attend to any necessary registration and/or filing for and on behalf of the Company.”

“**THAT:**

7. subject to and conditional upon the passing of the special resolution no. 6 as set out in this notice and with effect from the date of issue of the certificate of incorporation on change of name by the Registrar in respect of the Change of Company Name, the second amended and restated memorandum of association and second amended and restated articles of association of the Company (the “**Amended Memorandum and Articles of Association**”), which incorporate and consolidate all the proposed amendments mentioned in the circular of the Company dated 31 March 2023 in the form of the document marked “A” and produced to the AGM and for the purpose of identification initialed by the chairman of the AGM be and are hereby approved and be adopted in substitution for, and to the exclusion of, the existing amended and restated memorandum of association and amended and restated articles of association of the Company with effect from the date on which the Registrar enters the new English name of the Company and the new dual foreign name in Chinese of the Company in the Register of Companies in the Cayman Islands in place of the existing names, and issues a certificate of incorporation on change of name. Any Director and the Company Secretary be and is hereby authorised to execute all such documents and do all such other acts and things as he/she/it may, in his/her/its absolute discretion, consider necessary, desirable or expedient to effect, or in connection with or arising from, the adoption of the Amended Memorandum and Articles of Association and to make such registration or filing that is required in connection with the adoption of the Amended Memorandum and Articles of Association under the laws of Hong Kong or the Cayman Islands.”

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

Hong Kong, 31 March 2023

Notes:

1. Any shareholder of the Company entitled to attend and vote at the annual general meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not be a shareholder of the Company.
2. To be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. 11:00 a.m. on Wednesday, 3 May 2023) before the time appointed for the annual general meeting (or any adjournment thereof).

3. Completion and return of a form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the annual general meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any shares of the Company, any one of such joint holders may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the annual general meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
5. With respect to the resolutions set out in resolution numbered 2 of this notice, Mr. Wong Hin Shek and Mr. Wong Wing Kit, being eligible, will offer themselves for re-election at the annual general meeting of the Company. Biographical details of the above Directors are set out in the appendix II to the circular of the Company dated 31 March 2023.
6. With respect to the resolutions set out in resolutions numbered 5(A) and 5(C) of this notice, approval is being sought from the shareholders for the general mandates to be given to the Directors to allot, issue and deal with new shares of the Company.
7. With respect to the resolution set out in resolution numbered 5(B) of this notice, approval is being sought from the shareholders for a general mandate to be given to the Directors to repurchase the shares of the Company. An explanatory statement containing further information with respect to such resolution will be sent to the shareholders of the Company.
8. The register of members of the Company will be closed from Tuesday, 2 May 2023 to Friday, 5 May 2023 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for the right to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Friday, 28 April 2023 for registration of transfer.
9. If tropical cyclone warning signal no. 8 or above is hoisted, “extreme conditions” caused by super typhoons or a black rainstorm warning signal is in force at 9:00 a.m. on 5 May 2023, the AGM will not be held on that day but will automatically be postponed and, by virtue of this notice, be held at the same time and place on 8 May 2023. Shareholders of the Company may call the Company at (852) 2115 7600 during business hours from 9:00 a.m. to 6:30 p.m. on Monday to Friday, excluding public holidays for details of alternative meeting arrangements.

In the event the AGM is postponed as mentioned above, all forms of proxy deposited with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, for the purpose of the AGM will remain valid for the adjourned AGM. The book closure period for ascertaining the rights of the shareholders of the Company who shall be entitled to attend and vote at the AGM remains unchanged.

The AGM will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. Shareholders of the Company should make their own decision as to whether they would attend the AGM under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

As at the date of this notice, 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.