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# **MERDEKA**

## **MERDEKA RESOURCES HOLDINGS LIMITED**

**(萬德資源集團有限公司\*)**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8163)

### **CHANGE OF AUDITORS**

The Board announces that Crowe Horwath resigned as the auditors of the Group with effect from 20 December 2012. The Board proposes to appoint Elite Partners as auditors of the Group to fill the casual vacancy occasioned by the resignation of Crowe Horwath. An EGM will be convened for approving Elite Partners' appointment.

It is expected that the change of auditors will not affect the audit and release of the annual results of the Company for the financial year ending 31 December 2012.

A circular containing details of the change of auditors and the notice of the EGM will be despatched to the Shareholders as soon as practicable.

The board of directors (the "Board") of Merdeka Resources Holdings Limited (the "Company" together with its subsidiaries the "Group") announces that Crowe Horwath (HK) CPA Limited ("Crowe Horwath") resigned as the auditors of the Group with effect from 20 December 2012 as the Company and Crowe Horwath could not reach a consensus on the audit fees for the financial year ending 31 December 2012.

Crowe Horwath had confirmed to the Board that there are no disagreements or unresolved issues in respect of the circumstances leading to the firm's cessation as the Group's auditors and there is no matter that need to be brought to the attention of the shareholders of the Company ("Shareholders") or creditors of the Company in connection with their resignation.

Both the Board and its Audit Committee also consider that there is no matter in connection with the change of auditors which need to be brought to the attention of the Shareholders of the Company.

*\* for identification purposes only*

The Board proposes, with the recommendation of its Audit Committee, to appoint Elite Partners CPA Limited (“Elite Partners”) as the auditors of the Group to fill the casual vacancy left by the resignation of Crowe Horwath and to hold office until the conclusion of the next annual general meeting of the Company. Pursuant to the articles of association of the Company, the Board shall convene an extraordinary general meeting (“EGM”) for approving Elite Partners’ appointment. It is expected that the change of auditors will not affect the audit and release of the annual results of the Company for the financial year ending 31 December 2012.

A circular containing details of the change of auditors and the notice of the EGM will be despatched to the Shareholders as soon as practicable.

The Board would like to thank Crowe Horwath for their professional services provided to the Company and the Group in the past years.

By Order of the Board of  
**MERDEKA RESOURCES HOLDINGS LIMITED**  
**Cheung Wai Yin, Wilson**  
*Chairman and Chief Executive Officer*

Hong Kong, 20 December 2012

As at the date of this announcement, the Directors are:

*Executive Directors:*

Mr. Cheung Wai Yin, Wilson (*Chairman and Chief Executive Officer*)  
Mr. Lau Chi Yan, Pierre  
Mr. Ma Hang Kon, Louis

*Non-executive Director:*

Mr. Wong Chi Man

*Independent Non-executive Directors:*

Mr. Lam Kin Kau, Mark  
Ms. Yeung Mo Sheung, Ann  
Mr. Lau Ho Wai, Lucas

*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>.*