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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)

DISPOSAL OF INTEREST BY SUBSTANTIAL SHAREHOLDER

The Board announces that on 14 August 2012, the Company has received notification from its substantial shareholder, MCL, a company indirectly wholly owned by Mr. Ma Hang Kon, Louis, the Chairman, Chief Executive Officer and executive director of the Company, that it has entered into the Agreement on 14 August 2012 with the Buyer, a company wholly owned by Mr. Cheung Wai Yin Wilson, pursuant to which MCL has agreed to sell and the Buyer has agreed to purchase the Sale Shares and the Sale Bonds at the total consideration of HK\$60 million.

THE AGREEMENT

The Board would like to announce that on 14 August 2012, the Company has received notification from MCL, a substantial shareholder of the Company and indirectly wholly owned by Mr. Ma Hang Kon, Louis, the Chairman, Chief Executive Officer and executive director of the Company, which beneficially owns 1,500,000,000 Shares, representing approximately 17.49% of the entire issued share capital the Company as at the date of this announcement and Convertible Bonds with principal amount of HK\$189,880,000, that it has executed the Agreement on 14 August 2012 with the Buyer for the sale and purchase of the Sale Shares and the Sale Bonds.

The Buyer is wholly owned by Mr. Cheung Wai Yin Wilson and to the best of the Directors' knowledge, information and belief after making all reasonable enquiries, the Buyer and Mr. Cheung Wai Yin Wilson are independent third parties who are not connected to the Company and its connected person as defined under the GEM Listing Rules.

Pursuant to the Agreement, MCL has agreed to sell and the Buyer has agreed to purchase the Sale Shares at the total consideration of HK\$60 million of which HK\$15 million is attributable to the Sale Shares or equivalent to HK\$0.01 per Share and the remaining balance thereof in the sum of HK\$45 million is attributable to the Sale Bonds.

* *For identification purposes only*

The consideration for the Sales Shares and the Sale Bonds will be satisfied by the Buyer in cash and a non-refundable deposit of HK\$6 million has been paid by the Buyer to MCL upon the signing of the Agreement and the remaining balance of the consideration in the sum of HK\$54 million will be paid by the Buyer to MCL at Completion.

Completion will take place at or before 10 am (Hong Kong time) on the Completion Date.

If Completion does not take place on the Completion Date, the Company will make appropriate announcement accordingly.

Immediately after Completion, MCL will not hold any Shares in the Company and Mr. Ma Hang Kon, Louis, will hold 9,800,000 Shares and 60,000,000 Share Options in the Company representing respectively approximately 0.11% and 0.70% of the entire issued share capital the Company.

Existing shareholding structure of the Company as at the date of this announcement and the shareholding structure of the Company immediately after Completion is set out as follows:

Name of Director	Shareholding immediately before the Completion		Shareholding immediately after the Completion	
	No. of Shares	Approximate percentage (%)	No. of Shares	Approximate percentage (%)
Ma Hang Kon, Louis (<i>Note 1</i>)	9,800,000	0.11	9,800,000	0.11
Fung Hoi Wing, Henry	550,000	0.01	550,000	0.01
Sub-total for directors	10,350,000	0.12	10,350,000	0.12
Name of substantial Shareholder				
MCL (<i>Note 1</i>)	1,500,000,000	17.49	–	–
Manistar and Mak Shiu Tong, Clement (<i>Note 2</i>)	1,331,764,070	15.52	1,331,764,070	15.52
Buyer	–	–	1,500,000,000	17.49
Sub-total for substantial Shareholders	2,831,764,070	33.01	2,831,764,070	33.01
Total non-public Shareholders	2,842,114,070	33.13	2,842,114,070	33.13
Total public Shareholders	5,736,534,930	66.87	5,736,534,930	66.87
Total	8,578,649,000	100.00	8,578,649,000	100.00

Notes:

1. In addition to his direct interest of 9,800,000 Shares, Mr. Ma Hang Kon, Louis is also deemed to be interested in 1,500,000,000 Shares held beneficially by MCL under the SFO through his 30% interests in MCL and his 100% interests in Merdeka Finance Group Limited, which in turn holds 70% shareholdings in MCL immediately before the Completion.
2. The interest disclosed represents 1,331,764,070 Shares of the Company beneficially held by Manistar, an indirect wholly-owned subsidiary of CCT Telecom Holdings Limited (“CCT Telecom”). Mr. Mak Shiu Tong, Clement is deemed to be interested in such shares of the Company under the SFO as he is entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of CCT Telecom through his controlling interest in the shareholding of CCT Telecom as at the date of this announcement.

Immediately after Completion, MCL will not hold any Convertible Bonds.

DEFINITIONS

In this announcement, unless the context does not permit or otherwise requires, the following terms shall have the following meanings:

“Agreement”	the sale and purchase agreement entered into between MCL and the Buyer on 14 August 2012 relating to the sale and purchase of the Sale Shares and the Sale Bonds
“Board”	the board of Directors
“Buyer”	IVANA INVESTMENTS LIMITED, a company incorporated in the BVI with limited liability
“BVI”	the British Virgin Islands
“Company”	MERDEKA RESOURCES HOLDINGS LIMITED, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the GEM
“Completion”	completion of the sale and purchase of the Sale Shares and the Sale Bonds in accordance with the terms of the Agreement
“Completion Date”	24 August 2012 or such other date as MCL and the Buyer may otherwise agree in writing
“Convertible Bonds”	the unlisted and interest free convertible bonds due 12 August 2014 issued by the Company to MCL on 12 August 2008 and extended on 4 July 2011 convertible into Shares at the conversion price of HK\$0.10 per Share
“Director(s)”	directors of the Company

“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“MCL”	MERDEKA COMMODITIES LIMITED, a company incorporated in the BVI with limited liability
“Sale Bonds”	Convertible Bonds with principal amount of HK\$189,880,000 owned by MCL agreed to be sold by MCL and to be purchased by the Buyer under the Agreement
“Sale Shares”	1,500,000,000 Shares owned by MCL agreed to be sold by MCL and to be purchased by the Buyer under the Agreement
“SFO”	Securities and Futures Ordinance
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Share Options”	Share options under the existing share option scheme of the Company adopted on 3 May 2012
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By Order of the Board of
MERDEKA RESOURCES HOLDINGS LIMITED
Ma Hang Kon, Louis
Chairman and Chief Executive Officer

Hong Kong, 14 August 2012

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

Executive Directors:

Mr. Ma Hang Kon, Louis (*Chairman and Chief Executive Officer*)
Professor Gong Yao Qian

Independent Non-executive Directors:

Mr. Lam Kin Kau, Mark
Mr. Fung Hoi Wing, Henry
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 websites of the Company at <http://www.merdeka.com.hk> and <http://www.irasia.com/listco/hk/merdeka>.