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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)

**APPOINTMENT OF DIRECTORS,  
CHANGE OF CHAIRMAN, CHIEF EXECUTIVE OFFICER,  
COMPLIANCE OFFICER, MEMBERS OF REMUNERATION COMMITTEE,  
MEMBERS OF NOMINATION COMMITTEE, AUTHORISED REPRESENTATIVES  
AND  
AGENTS FOR SERVICE OF PROCESS IN HONG KONG,  
AND  
REDESIGNATION OF DIRECTORS**

The Board announces the following appointments with effect from 24 August 2012:

1. Mr. Cheung has been appointed as the executive director, chairman, CEO, compliance officer, member of the remuneration committee, member of the nomination committee, authorised representative and agent for service of process in Hong Kong of the Company and as a director of certain relevant subsidiaries of the Company;
2. Mr. Lau has been appointed as an executive director, member of the remuneration committee, member of nomination committee and as a director of certain relevant subsidiaries of the Company; and
3. Mr. Wong has been appointed as a non-executive director of the Company.

The Board also announces that Mr. Ma has been redesignated to as an executive director of the Company and as a director of certain relevant subsidiaries of the Company with effect from 24 August 2012.

*\* for identification purposes only*

## **APPOINTMENT OF ADDITIONAL DIRECTORS**

Reference is made to the announcement issued by Merdeka Resources Holdings Limited (the “Company” and together with its subsidiaries the “Group”) on 14 August 2012 (the “Announcement”). Terms used herein shall have the same meanings as defined in the Announcement unless the context requires otherwise.

Subsequent to the Completion on the Completion Date, the board of directors (the “Board”) of the Company announces the following appointments with effect from 24 August 2012:

1. Mr. Cheung Wai Yin, Wilson (“Mr. Cheung”) has been appointed as an executive director, the chairman, chief executive officer (“CEO”), compliance officer, member of the remuneration committee, member of the nomination committee, authorised representative and agent for service of process in Hong Kong of the Company and as a director of certain relevant subsidiaries of the Company;
2. Mr. Lau Chi Yan, Pierre (“Mr. Lau”) has been appointed as an executive director, member of the remuneration committee, member of nomination committee and as a director of certain relevant subsidiaries of the Company; and
3. Mr. Wong Chi Man (“Mr. Wong”) has been appointed as a non-executive director of the Company.

The brief biographies of Mr. Cheung, Mr. Lau and Mr. Wong are set out as follows:

**Mr. Cheung Wai Yin, Wilson**, aged 41, is currently the Chairman and Chief Executive Officer of Dejin Resources Group Company Limited, a company listed in Hong Kong. Mr. Cheung has over 16 years of experience in the field of audit, business development, corporate finance and financial management. Mr. Cheung is a member of the Hong Kong Institute of Certified Public Accountants (HKICPA) and Hong Kong Securities Institute. He holds a Master of Science degree in Financial Engineering from City University of Hong Kong and Bachelor degrees in Arts and Administrative Studies from York University, Canada.

Save as disclosed above, Mr. Cheung did not hold any directorship in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not hold any other positions with the Company and/or its subsidiaries.

Mr. Cheung has entered into a director’s service contract with the Company for a term of two years commencing from 24 August 2012 and would continue thereafter until terminated by

either party. Mr. Cheung's appointment is subject to retirement by rotation and re-election at the annual general meeting ("AGM") of the Company in accordance with the articles of association of the Company. In addition, pursuant to the articles of association of the Company, he will hold office until the next following AGM of the Company and will then be eligible for re-election at that meeting. Mr. Cheung is entitled to a basic salary of approximately HK\$1,200,000 per annum which is determined after arm's length negotiation between the parties plus a discretionary bonus to be determined by the Board from time to time. The service contract has been reviewed by the remuneration committee of the Company and was determined by the Board with reference to his individual qualifications, experience, duties and responsibilities as well as prevailing economic situation and market practice.

As at the date of this announcement, Mr. Cheung has deemed interests in 1,500,000,000 shares, representing approximately 17.49% of the entire issued share capital of the Company, and 1,898,800,000 underlying shares of the outstanding convertible bonds of the Company through Ivana Investments Limited ("IIL") which is controlled by him through his 100% direct interests in IIL. Save as disclosed above, Mr. Cheung has no other interest (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)(the "SFO").

**Mr. Lau Chi Yan, Pierre**, aged 36, is currently the executive director of Dejin Resources Group Company Limited, a company listed in Hong Kong. Mr. Lau has over 12 years of experience in the field of information system, operational system and general management. Mr. Lau holds an Executive Master Degree of Business Administration in General Management from University of Hull, the United Kingdom and a Bachelor of Science degree in Computer Science from University of Calgary, Canada. Besides, Mr. Lau is a member of Guangdong Huizhou Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議廣東省惠州市委員會).

Save as disclosed above, Mr. Lau did not hold any directorship in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not hold any other positions with the Company and/or its subsidiaries.

Mr. Lau has entered into a director's service contract with the Company for a term of two years commencing from 24 August 2012 and would continue thereafter until terminated by either party. Mr. Lau's appointment is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the articles of association of the Company. In addition, pursuant to the articles of association of the Company, he will hold office until the next following AGM of the Company and will then be eligible for re-election at that meeting. Mr. Lau is entitled to a basic salary of approximately HK\$240,000 per annum which is

determined after arm's length negotiation between the parties plus a discretionary bonus to be determined by the Board from time to time. The service contract has been reviewed by the remuneration committee of the Company and was determined by the Board with reference to his individual qualifications, experience, duties and responsibilities as well as prevailing economic situation and market practice.

Mr. Lau does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

**Mr. Wong Chi Man**, aged 30, is currently the Associate Director of Cheong Lee Securities Limited. Mr. Wong has over 4 years of experience in the field of investment, finance and securities advisory. He holds a Master of Applied Finance degree from Monash University and a Bachelor degree in Commerce from Deakin University, Australia.

Save as disclosed above, Mr. Wong did not hold any directorship in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not hold any other positions with the Company and/or its subsidiaries.

Mr. Wong has accepted a letter of appointment from the Company for a term of two years commencing from 24 August 2012 and would continue thereafter until terminated by either party. Mr. Wong's appointment is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the articles of association of the Company. Mr. Wong is entitled to a fixed emolument of approximately HK\$120,000 per annum which is determined after arm's length negotiation between the parties plus a discretionary bonus to be determined by the Board from time to time. The letter of appointment has been reviewed by the remuneration committee of the Company and was determined by the Board with reference to his individual qualifications, experience, duties and responsibilities as well as prevailing economic situation and market practice.

Mr. Wong does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as in the case of Mr. Cheung who has already made disclosure hereby for his relationship with IIL, the substantial shareholder of the Company and save as disclosed herein this announcement, Mr. Cheung, Mr. Lau and Mr. Wong are not connected with the controlling shareholder, any director, any supervisor or any senior management member or substantial shareholder of the Company.

Save as disclosed herein, there is no information which is discloseable in relation to the appointments of Mr. Cheung and Mr. Lau as executive directors and the appointment of Mr. Wong as a non-executive director nor any of them is involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under rules 17.50(2)(h) to 17.50(2)(v) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (“GEM Listing Rules”) and there are no other matters in relation to the appointments of Mr. Cheung, Mr. Lau and Mr. Wong that need to be brought to the attention of the shareholders of the Company (“Shareholders”).

The Board would like to take this opportunity to welcome Mr. Cheung, Mr. Lau and Mr. Wong in joining the Company.

## **REDESIGNATION OF DIRECTORS**

Mr. Ma Hang Kon, Louis (“Mr. Ma”) has been redesignated from an executive director, chairman, CEO, member of the remuneration committee, member of nomination committee, compliance officer, authorized representative and agent for service of process in Hong Kong of the Company and as a director of the relevant subsidiaries of the Company to as an executive director of the Company and as a director of certain relevant subsidiaries of the Company with effect from 24 August 2012, following his resignation from the offices of chairman, CEO, member of the remuneration committee, member of nomination committee, compliance officer, authorized representative and agent for service of process in Hong Kong of the Company.

**Mr. Ma Hang Kon, Louis**, aged 50, joined the Group in 2008. Prior to joining the Group, Mr. Ma had over 20 years of working experience, mainly in the petrochemical and electronics industries in the United States and in the Asia Pacific region. He is experienced in starting up operations including building an infrastructure of manufacturing facilities in the Asia Pacific, in leading mergers and acquisitions, and in rapidly growing business in new geographic locations. Mr. Ma is a member of each of The American Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and The Institute of Chartered Secretaries and Administrators. He graduated from the Kellogg School of Business, Northwestern University in the United States and the Hong Kong Polytechnic (the predecessor of The Hong Kong Polytechnic University). Mr. Ma will be, after his re-designation, primarily responsible for taking a managing and overseeing role in the forestry and tailings businesses of the Group.

Save as disclosed above, Mr. Ma did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not hold any other positions with the Company and/or its subsidiaries.

Mr. Ma has entered into a two-year service agreement with the Company with effect from 23 November 2010, pursuant to which Mr. Ma is entitled to a monthly basic salary of HK\$148,300 and a monthly rental reimbursement of HK\$35,000 by reference to his individual performance, prevailing economic situation and market practice, and discretionary bonus for each completed year of service with the Company which will be determined at the sole and absolute discretion of the Board. Mr. Ma's appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of the Company.

Save as disclosed above, Mr. Ma is not connected with the controlling shareholder, any director, any supervisor or any senior management member or substantial shareholder of the Company.

As at the date of this announcement, Mr. Ma held 9,800,000 shares in the Company (the "Shares") and 60,000,000 outstanding share options to subscribe for the maximum of 60,000,000 Shares, granted on 30 May 2012 under the Company's existing share option scheme.

Save as disclosed above, Mr. Ma does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no information which is discloseable in relation to the redesignation of Mr. Ma as an executive director nor any of them is involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters in relation thereto that need to be brought to the attention of the Shareholders.

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

Hong Kong, 24 August 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

Ma Hang Kon, Louis

Professor Gong Yao Qian

*Non-executive Directors:*

Mr. Wong Chi Man

*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>.*