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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 DIRECTORSHIP AND COMMITTEE MEMBERS

The Board announces that Mr. Fung, due to his need in more time to attend to a new business that he just started, has resigned as an independent non-executive director of the Company with effect from 26 October 2012, and accordingly, his appointment as a member of the nomination committee, a member of the remuneration committee and as a member of the audit committee of the Company has been revoked with effect from 26 October 2012.

The Board further announces that Ms. Yeung was appointed as an independent non-executive director of the Company with effect from 26 October 2012 and she was also appointed as a member of the nomination committee, a member of the remuneration committee and as a member of the audit committee of the Company with effect from 26 October 2012.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

The board of directors (the “Board”) of Merdeka Resources Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) announces that Mr. Fung Hoi Wing, Henry (“Mr. Fung”), due to his need in more time to attend to a new business that he just started, has resigned as an independent non-executive director of the Company with effect from 26 October 2012 and accordingly, his appointment as a member of the nomination committee, a member of the remuneration committee and as a member of the audit committee of the Company has been revoked with effect from 26 October 2012.

**for identification purposes only*

Mr. Fung has confirmed that he has no disagreement with the Board and do not have any matters in relation to his resignation that should be brought to the attention of the shareholders of the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

The Board further announces that Ms. Yeung Mo Sheung, Ann (“Ms. Yeung”) was appointed as an independent non-executive director of the Company with effect from 26 October 2012 and she was also appointed as a member of the nomination committee, a member of the remuneration committee and as a member of the audit committee of the Company with effect from 26 October 2012.

Ms. Yeung, aged 47, holds a Bachelor degree of Retail Marketing with honours in the United Kingdom and a Diploma in Marketing from The Chartered Institute of Marketing. She pursued her further study on legal course and has been awarded a Diploma in Legal Practice in the United Kingdom in 1998 and is presently a solicitor of Messrs. Wong & Wong Lawyers, a legal firm in Hong Kong. Ms. Yeung is currently an independent non-executive director and a member of the audit committee of Hao Wen Holdings Limited, a company whose issued shares are listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

She is also currently an independent non-executive director, a member of the audit committee, a member of the remuneration committee and a member of the nomination committee of Success Universe Group Limited (formerly known as Macau Success Limited), issued shares of which are listed on the Main Board of the Stock Exchange.

Save as disclosed above, Ms. Yeung 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.

Ms. Yeung has accepted a letter of appointment from the Company for a term of one year commencing from 26 October 2012. Ms. Yeung’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 association of the Company. Ms. Yeung is entitled to a remuneration of HK\$120,000 per annum which is determined after arm’s length negotiation between the parties. The letter of appointment has been reviewed by the remuneration committee of the Company and was determined by the Board with reference to her individual qualifications,

experience, duties and responsibilities as well as prevailing economic situation and market practice.

Ms. Yeung does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Ms. Yeung is 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, the Board is not aware of any information which is discloseable in relation to the above resignation of Mr. Fung as an independent non-executive director of the Company and the appointment of Ms. Yeung as an independent non-executive director of the Company nor any of them 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 GEM of the Stock Exchange (“GEM Listing Rules”) and any other matter that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Ms. Yeung in joining the Company and to thank Mr. Fung for his contributions to the Company and the Group during his tenure of office.

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

Hong Kong, 26 October 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

Professor Gong Yao Qian

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 websites of the Company at <http://www.merdeka.com.hk> and <http://www.irasia.com/listco/hk/merdeka>.