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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Merdeka Resources Holdings Limited (the “**Company**”) will be held on Friday, 11 January 2013 at 11:00 a.m. at Lily Room, 3/F., Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong for the purposes of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolution and special resolution:

ORDINARY RESOLUTION

1. “**THAT** subject to the fulfillment of all the conditions set out in the section headed “Conditions of the Share Consolidation” in the circular of the Company dated 18 December 2012 (the “**Circular**”), a copy of which has been tabled at the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification, with effect from the date immediately after the date of passing this resolution:
 - (a) every forty (40) ordinary share with a par value of HK\$0.01 each (each a “**Share**”) in the share capital of the Company be consolidated into one (1) share with a par value of HK\$0.40 each (each a “**Consolidated Share**”), such Consolidated Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the Shares contained in the memorandum and articles of association of the Company (the “**Share Consolidation**”); and

* *For identification purpose only*

- (b) the Directors be and are hereby authorized to do all things and acts and sign all documents which they consider necessary, desirable, or expedient in connection with the implementation of the Share Consolidation.”

SPECIAL RESOLUTION

2. **“THAT**, subject to and conditional upon (i) the passing of Ordinary Resolution no. 1 above and the Share Consolidation becoming effective; (ii) the GEM Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the New Shares (as defined below) in issue (or to be issued); (iii) approval by the Grand Court of the Cayman Islands (the **“Court”**) of the Capital Reduction (as defined below); (iv) registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Capital Reduction and the minutes approved by the Court containing the particulars required under the Companies Law of the Cayman Islands in respect of the Capital Reduction and compliance with any conditions as may be imposed by the Court in relation to the Capital Reduction, upon the date (the **“Effective Date”**) on which the aforesaid conditions are fulfilled:
- (a) the issued and paid up share capital of the Company be reduced by reducing the par value of each issued Consolidated Share of the Company on the Effective Date from HK\$0.40 each to HK\$0.01 each by cancelling the paid-up capital to the extent of HK\$0.39 per issued Consolidated Share (the **“Capital Reduction”**), so that following such reduction (i) each issued Consolidated Share with a par value of HK\$0.40 in the share capital of the Company shall be treated as one fully paid-up share with a par value of HK\$0.01 each in the share capital of the Company (the **“New Share”**) and any liability of the holders of such Shares to make any further contribution to the capital of the Company on each such share shall be treated as satisfied; and (ii) that the amount of the issued share capital of the Company thereby cancelled be made available for issue of new shares of the Company so that the authorized share capital of the Company of HK\$200,000,000 remain unchanged on the Effective Date;
- (b) the credit arising from the Capital Reduction be applied towards cancelling the accumulated losses of the Company as at the Effective Date with the balance to be transferred to the distributable reserve account of the Company which may be utilised by the directors of the Company in accordance with the articles of association of the Company and all applicable laws;
- (c) immediately following the Capital Reduction, each of the authorized but unissued shares with a par value of HK\$0.40 each in the share capital of the Company shall be sub-divided into 40 unissued New Shares with a par value of HK\$0.01 each in the share capital of the Company (the **“Sub-division”**);

- (d) all of the New Shares resulting from the Capital Reduction and the Sub-division shall rank pari passu in all respects and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum and articles of association of the Company; and
- (e) the directors and the secretary of the Company be and are hereby authorized generally to do all things and sign all documents which they may consider appropriate and desirable to effect and implement the Capital Reduction, application of the credit arising from the Capital Reduction, and the Sub-division.”

By the Order of the Board
Merdeka Resources Holdings Limited
Mr. Cheung Wai Yin, Wilson
Chairman and Chief Executive Officer

Hong Kong, 18 December 2012

Principal office in Hong Kong:

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Notes:

1. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any 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 share register of the Company in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of the Articles of Association of the Company be deemed joint holders thereof.
2. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.

3. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the extraordinary general meeting or adjourned meeting.
5. All voting by the members at the Meeting shall be conducted by way of poll.

As at the date of this announcement, the Board comprises the following Directors:

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 of the Company 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 "Latest Company Announcements" page of the GEM website for at least 7 days from its date of its posting and on the Company's website at <http://www.merdeka.com.hk> and <http://www.irasia.com/listco/hk/merdeka>.