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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)

### **GRANT OF SHARE OPTIONS**

This announcement is made by the Company pursuant to rule 23.06A of the GEM Listing Rules.

On 17 January 2013, the Board has resolved to grant a total of 595,000,000 Share Options to the Grantees, subject to acceptance by the Grantees, under the Share Option Scheme.

Each Share Option shall entitle the holder thereof to subscribe for one ordinary Share upon exercise of such Share Option at the Exercise Price.

This announcement is made pursuant to Rule 23.06A of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”)(the “GEM Listing Rules”).

The board of directors (the “Board”) of Merdeka Resources Holdings Limited (the “Company”) announces that the Board has resolved on 17 January 2013 to grant a total of 595,000,000 share options (the “Share Option(s)”) to eligible participants (the “Grantee(s)”) to subscribe for ordinary shares of HK\$0.01 each (the “Shares(s)”) in the share capital of the Company, subject to acceptance of the Grantees, under the share option scheme adopted by the Company on 3 May 2012 (the “Share Option Scheme”). The following are the details of the Share Options granted:

*\* for identification purposes only*

Date of grant	:	17 January 2013
Exercise price of the Share Options granted (the “Exercise Price”)	:	HK\$0.01 per Share, which represents the highest of (i) the closing price of the Share on the date of grant; (ii) the average closing price of the Share for 5 trading days immediately preceding the date of grant; and (iii) the nominal value of the Shares
Number of the Share Options granted	:	595,000,000 Share Options
Closing price of the Shares on the date of grant	:	HK\$0.01 per Share
Validity period of the Share Option	:	17 January 2012 to 16 January 2023
Consideration for the grant	:	HK\$1.00 to be paid by each Grantee upon acceptance of the Share Options granted

Each Share Option shall entitle the holder thereof to subscribe for one ordinary Share upon exercise of such Share Option at the Exercise Price.

Of the total of 595,000,000 Share Options granted, 100,000,000 Share Options were granted to the following directors of the Company:

<b>Name of the Grantee</b>	<b>Capacity</b>	<b>Number of the Share Options Granted</b>
Mr. Cheung Wai Yin, Wilson (“Mr. Cheung”)	Chairman, Chief Executive Officer and Executive Director	8,500,000
Mr. Lau Chi Yan, Pierre (“Mr. Lau”)	Executive Director	85,000,000
Mr. Wong Chi Man (“Mr. Wong”)	Non-Executive Director	3,000,000
Ms. Yeung Mo Sheung, Ann (“Ms. Yeung”)	Independent Non-Executive Director	3,500,000

As at the date of this announcement, Mr. Cheung, through Ivana Investments Limited, held 1,500,000,000 Shares representing approximately 17.49% of the entire issued share capital of the Company and convertible bonds with principal amount of HK\$189,880,000. The total number of Shares issued and to be issued upon exercise of the Share Options granted to Mr. Cheung (including exercised, cancelled and outstanding Share Options) in any 12-month period does not exceed 0.1 per cent of the Shares of the Company in issue and is not having an aggregate value, based on the closing price of the Shares at the date of grant, in excess of HK\$5 million.

As at the date of this announcement, Mr. Lau, Mr. Wong and Ms. Yeung do not respectively hold any Share of the Company. The total number of Shares issued and to be issued upon exercise of the Share Options granted to Mr. Lau and Mr. Wong respectively (including exercised, cancelled and outstanding Share Options) in any 12-month period does not exceed 1 per cent of the Shares of the Company in issue. The total number of Shares issued and to be issued upon exercise of the Share Options granted to Ms. Yeung (including exercised, cancelled and outstanding Share Options) in any 12-month period does not exceed 0.1 per cent of the Shares of the Company in issue and is not having an aggregate value, based on the closing price of the Shares at the date of grant, in excess of HK\$5 million.

Pursuant to the GEM Listing Rules and the terms of the Share Option Scheme, on 17 January 2013, the grant of the Share Options to Mr. Cheung, Mr. Lau and Mr. Wong were considered and approved by all the three Independent Non-Executive Directors of the Company; the grant of the Share Options to Ms. Yeung was separately considered and approved by Mr. Lam Kin Kau, Mark and Mr. Lau Ho Wai, Lucas, who are Independent Non-Executive Directors of the Company.

Save as disclosed above, none of the Grantees is a director, chief executive or substantial shareholder of the Company, or any of their respective associates (as defined under the GEM Listing Rules) as at the date hereof.

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

Hong Kong, 17 January 2013

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>.*