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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)

### **POLL RESULTS AT THE FRESH EXTRAORDINARY GENERAL MEETING**

**HELD ON 25 MARCH 2013 AT 11:00 A.M.**

**AND**

### **ADJUSTMENTS TO THE CONVERTIBLE BONDS AND SHARE OPTIONS**

#### **POLL RESULTS OF THE FRESH EGM**

The Board announces that the ordinary resolution set out in the Fresh EGM Notice was duly passed by the Shareholders while the special resolution set out in the Fresh EGM Notice was not passed by the Shareholders by way of poll at the Fresh EGM held on 25 March 2013 at 11:00 a.m..

#### **ADJUSTMENTS IN RELATION TO THE CONVERTIBLE BONDS AND SHARE OPTIONS**

The conversion price of the Convertible Bonds has been adjusted to HK\$4.00 per Consolidated Share and the subscription price of the outstanding Options has been adjusted to HK\$0.68 and HK\$0.4 per Consolidated Share respectively, based on which a total of 1,987,500 Shares (each at HK\$0.68) and 162,500 Shares (each at HK\$0.4) will be issued upon exercise of the outstanding Options in full.

Reference is made to the circular (the “Circular”) and the notice of the fresh extraordinary general meeting (the “Fresh EGM Notice”) of Merdeka Resources Holdings Limited (the “Company”) both dated 1 March 2013 in relation to, among other things, (i) the proposed Share Consolidation; (ii) the proposed change in board lot size; (iii) the proposed Capital Reduction and Sub-division. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless the context otherwise requires.

\* *For identification purpose only*

## POLL RESULTS OF THE EGM

The Board announces that, at the EGM, the ordinary resolution set out in the Fresh EGM Notice was duly passed by the Shareholders while the special resolution set out in the Fresh EGM Notice was not passed by the Shareholders by way of poll that was demanded by the chairman of the Fresh EGM.

As at the date of the Fresh EGM, both the total number of issued shares of the Company and the total number of Shares entitling the holders to attend and vote for or against the ordinary and the special resolution (the “Resolutions”) was 9,167,149,000 Shares. As disclosed in the Circular, no Shareholder is required to abstain from voting on the Resolutions at the Fresh EGM. There were no Shares entitling the holders to attend and vote only against the Resolutions.

The branch share registrar of the Company, Tricor Tengis Limited, was appointed as the scrutineer at the Fresh EGM for the purpose of vote-taking.

The poll results are set out as follows:

<b>Ordinary Resolution</b>	<b>Number of votes cast and approximate percentage of total number of votes cast</b>	
	<b>For</b>	<b>Against</b>
To pass the ordinary resolution no. 1 set out in the Fresh EGM Notice	2,698,300,000 (51.989%)	2,491,864,070 (48.011%)
<b>Special Resolution</b>	<b>Number of votes cast and approximate percentage of total number of votes cast</b>	
	<b>For</b>	<b>Against</b>
To pass the special resolution no. 2 set out in the EGM Notice	2,698,300,000 (51.989%)	2,491,864,070 (48.011%)

Please refer to the Fresh EGM Notice for the full version of the above Resolutions.

As more than 50% of the votes were cast in favour of the ordinary resolution proposed at the Fresh EGM, it was duly passed while less than 75% of the votes were cast in favour of the special resolution proposed at the Fresh EGM, it was not duly passed.

As a result, the events set forth in the timetable in respect of the Share Consolidation and change in board lot size on pages 1 and 2 of the Circular will be carried out accordingly and for the purpose of easy reference, the same is extracted and reproduced as follows:-

**(Hong Kong time)**

Effective date of the Share Consolidation ..... Tuesday, 26 March 2013

Dealings in the Consolidated Shares commences ..... 9:00 a.m. on Tuesday,  
26 March 2013

Original counter for trading in Shares  
(in board lots of 40,000 Shares) closes ..... 9:00 a.m. on Tuesday,  
26 March 2013

Temporary counter for trading  
in the Consolidated Shares in board lots of  
1,000 Consolidated Shares  
(in form of existing share certificates  
in yellow colour) opens ..... 9:00 a.m. on Tuesday,  
26 March 2013

Free exchange of existing share certificates  
for new share certificates for the Consolidated  
Shares in blue colour commences ..... Tuesday, 26 March 2013

Original counter for trading in the Consolidated Shares  
(in board lots of 10,000 Consolidated Shares) re-opens ..... 9:00 a.m. on Friday,  
12 April 2013

Parallel trading in the Consolidated Shares  
(in form of new share certificates in blue colour and  
existing share certificates in yellow colour) begins ..... 9:00 a.m. on Friday,  
12 April 2013

Designated broker starts to stand in the market to provide  
matching services for the sale and purchase  
of odd lots of the Consolidated Shares ..... 9:00 a.m. on Friday,  
12 April 2013

Temporary counter for trading in the Consolidated Shares  
in board lots of 1,000 Consolidated Shares  
(in form of existing share certificates in yellow colour)  
closes ..... 4:00 p.m. on Friday,  
3 May 2013

Parallel trading in the Consolidated Shares  
(in form of new share certificates in blue colour and  
existing share certificates in yellow colour) ends ..... 4:00 p.m. on Friday,  
3 May 2013

Designated broker ceases to stand in the market to  
provide matching services for the sale and purchase  
of odd lots of the Consolidated Shares ..... 4:00 p.m. on Friday,  
3 May 2013

Free exchange of existing share certificates  
for new share certificates for the Consolidated Shares  
in blue colour ends ..... 4:30 p.m. on Tuesday,  
7 May 2013

The events set forth in the timetable in respect of the Capital Reduction and Sub-division on pages 2 of the Circular will not be carried out accordingly.

## **ADJUSTMENTS IN RELATION TO THE CONVERTIBLE BONDS AND SHARE OPTIONS**

As a result of the Share Consolidation, pursuant to the terms and conditions of the instrument of the Convertible Bonds, with effect from the close of business in Hong Kong on the day immediately preceding the date on which the consolidation become effective, 26 March 2013, the conversion price of the Convertible Bonds has been adjusted to HK\$4.00 per Consolidated Share, and pursuant to the terms and conditions of the Share Options Scheme, the subscription price of the outstanding Options has been adjusted to HK\$0.68 and HK\$0.4 per Consolidated Share respectively, based on which a total of 1,987,500 Shares (each at HK\$0.68) and 162,500 Shares (each at HK\$0.4) will be issued upon exercise of the outstanding Options in full. The said adjusted conversion price and subscription price have been reviewed by the Company's auditors, Elite Partners CPA Limited.

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

Hong Kong, 25 March 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>.*