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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)

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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In light of the recent amendments to the GEM Listing Rules, the Board proposes to amend the Articles so as to bring the constitutions of the Company in line with current amendments of the GEM Listing Rules.

At the upcoming AGM, the Company will seek the shareholders' approval on the proposed amendments to the Articles.

A new set of the amended and restated Articles with all the proposed amendments incorporated therein will be adopted by the Company and will come into effect upon shareholders' approval being obtained at the AGM.

#### **GENERAL**

A circular containing, among other things, further details of the proposed amendments to the Articles as well as the notice of the AGM will be despatched to the shareholders in due course.

#### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board of Directors (the "Board") of Merdeka Resources Holdings Limited (the "Company") proposed to seek the approval from the shareholders at the 2013 annual general

*\* for identification purposes only*

meeting (“AGM”) to amend the memorandum and articles of association of the Company (the “Articles”).

The proposed amendments to the Articles are to bring the constitutions of the Company in line with the legal and regulatory requirements, including without limitation, the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“GEM Listing Rules”) currently in force, which are in the best interests of the Company and the shareholders as a whole.

The proposed amendments to the Articles shall come into effect upon the passing of a special resolution at the AGM to approve the amendments.

A new set of the amended and restated Articles with all the proposed amendments incorporated therein will be adopted by the Company and will come into effect upon shareholders’ approval being obtained at the AGM.

## **GENERAL**

A circular containing, among other things, further details of the proposed amendments to the Articles will be despatched to the shareholders as soon as practicable.

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

Hong Kong, 5 June 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>.*