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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)**

### **CLARIFICATION AND FURTHER INFORMATION RELATING TO PROPOSED RIGHTS ISSUE ON THE BASIS OF TWO RIGHTS SHARE FOR EVERY FIVE SHARES HELD ON THE RECORD DATE**

Reference is made to the Company's announcement dated 11 June 2013 ("Announcement") relating to the Rights Issue. Terms used herein shall have the same meanings as defined in the Announcement unless otherwise stated.

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

Pursuant to the instrument creating the Convertible Bonds, the conversion price of Shares which fall to be issued upon exercise of the conversion rights attached to the Convertible Bonds will be adjusted in the event of any share consolidation or sub-division, capitalization issue or capital distribution. Therefore the Rights Issue will not affect the conversion price of the Convertible Bonds and no adjustment thereof will be made as a result of the Rights Issue.

Pursuant to the Share Option Scheme, in the events of any alteration in the share capital of the Company by way of capitalization of profits or reserves, rights issue, consolidation, subdivision, or reduction of capital, the exercise price per Share at which the holders of the Outstanding Options may subscribe for Shares upon the exercise of the Options and the

\* *For identification purposes only*

number of their Outstanding Options shall be adjusted. Therefore after the Rights Issue becoming effective, the exercise price and number of the Outstanding Options will be affected. The Company will engage the auditors of the Company or a financial adviser in accordance with the terms of the Share Option Scheme and the supplementary guidance on adjustments to the exercise price and number of share options under the Listing Rule requirements issued by the Stock Exchange on 5 September 2005 to certify in writing as to the adjustments (if any) required to be made in respect of the Outstanding Options as a result of the Rights Issue. Further announcement will be made in relation thereto.

## **SUB-UNDERWRITING ARRANGEMENT**

As at 21 June 2013, the Underwriter has entered into sub-underwriting arrangements on 20 June 2013 and 21 June 2013 with six sub-underwriters (“Sub-underwriters”) in respect of the sub-underwriting of approximately 59.3% of the 76,586,490 Underwritten Shares. The details of the Sub-underwriters, their respective underwriting commitments and their respective commission rates entitled are: (i) Yuanta Securities (Hong Kong) Company Ltd (26.1%) (1%), whose principal activities include underwriting, (ii) Win Fung Securities Limited (19.6%) (1.75%), whose principal activities include underwriting, (iii) Gold Trend Asia Investment Limited (3.9%) (1.5%), whose principal activity is investment, (iv) Ying Fa International Limited (6.5%) (1.5%), whose principal activity is investment, (v) Wong Ho Wai Louis (1.6%) (1.5%) and (vi) Leung Wai Kwan (1.6%) (1.5%). All the Sub-underwriters are independent third parties not connected with the Company and its connected persons. Save as aforesaid, as at 21 June 2013, there is no other sub-underwriter procured by the Underwriter.

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

Hong Kong, 24 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

*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>.*