

Provisional allotment letter no.
暫定配額通知書編號

IMPORTANT
重要提示

THIS PROVISIONAL ALLOTMENT LETTER (THE "PAL") IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING FORM OF APPLICATION FOR THE EXCESS RIGHTS SHARE(S) EXPIRE AT 4:00 P.M. ON WEDNESDAY, 10 JULY 2013 (OR SUCH LATER DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER" OVERLEAF).
本暫定配額通知書(暫定配額通知書)具有價值及可轉讓，並請即處理。本暫定配額通知書及隨附之額外供股股份申請表格所載之要約於二零一三年七月十日(星期三)(或受百「惡劣天氣之影響」一段所述之有關較後日期)下午四時正結束。如果您有任何疑問，請即與下列人士聯絡。如果您已將名下本公司所有股份出售或轉讓，應立即將供股章程及本暫定配額通知書以及隨附之額外供股股份申請表格交予買主或承讓人，或經其出售或轉讓之銀行、持牌證券交易所或其他代理商，以便轉交買主或承讓人。

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香港交易及結算有限公司、香港聯合交易所有限公司及香港中央結算有限公司對本文件之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本文件全部或任何部分內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。Capitalised terms used herein shall have the same meanings as those defined in the prospectus issued by Merdeka Resources Holdings Limited dated 25 June 2013 (the "Prospectus") unless the context otherwise requires.

除文義另有所指外，本暫定配額通知書所用詞彙與萬德資源集團有限公司所刊發日期為二零一三年六月二十五日之供股章程(「供股章程」)所界定者具相同涵義。Deals in the Shares, the Rights Shares in their nil-paid form and fully-paid form may be settled through CCASS and you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.

股份、未繳股款及繳足股款之供股股份之買賣可透過中央結算系統進行交收。閣下應諮詢閣下之持牌證券交易所、銀行經理、律師、專業會計師或其他專業顧問有關該等交收安排之詳情，以及有關安排對閣下之權利及權益可能構成之影響。Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in force from time to time.

待未繳股款及繳足股款之供股股份獲准於聯交所上市及買賣及符合香港結算之股份收納規定後，未繳股款及繳足股款之供股股份將獲香港結算接納為合資格證券，可由未繳股款及繳足股款之供股股份各自開始在聯交所買賣之日或香港結算決定之該等其他日期起，於中央結算系統內寄存、結算及交收。聯交所參與者間之交易須於任何交易後第二個交易日在中央結算系統內進行交收。中央結算系統之所有活動均須依據不時有效之中央結算系統一般規則及中央結算系統運作程序規則進行。A copy of this PAL, together with a copy of the Prospectus and the documents specified in the paragraph headed "Documents delivered to the Registrars of Companies" in Appendix III to the Prospectus, has been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance. The Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of these documents.

本暫定配額通知書連同供股章程以及供股章程附錄三「送呈公司註冊處處長之文件」一段所述之文件之副本，已依據公司條例第342C條規定送呈香港公司註冊處處長登記。香港公司註冊處處長及香港證券及期貨事務監察委員會對任何此等文件之內容概不負責。If you wish to exercise your right to subscribe for all the Rights Shares specified in this PAL, you should lodge this PAL in accordance with the instructions printed herein, together with a remittance for the full amount payable on acceptance, with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by not later than 4:00 p.m. on Wednesday, 10 July 2013. All remittances must be made by cheque or banker's cashier order in Hong Kong dollars. Cheques must be drawn on an account with, and banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "MERDEKA RESOURCES HOLDINGS LIMITED – PAL ACCOUNT" and crossed "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT OVERLEAF. NO RECEIPT WILL BE GIVEN.

閣下如欲行使閣下之權利認購本暫定配額通知書指定之全部供股股份，必須最遲於二零一三年七月十日(星期三)下午四時正前，按照本通知書印備之指示將本暫定配額通知書連同接納時須繳付之全數股款，送呈本公司之香港股份過戶登記分處卓佳登捷時有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓，所有股款必須以港幣支票或銀行本票支付。支票須由香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「MERDEKA RESOURCES HOLDINGS LIMITED – PAL ACCOUNT」及以「只准入抬頭人賬戶」方式劃線填出。有關轉讓及分拆配額的指示載於背頁。所有股款不會獲發收條。

MERDEKA

MERDEKA RESOURCES HOLDINGS LIMITED

(萬德資源集團有限公司*)
(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)
(Stock Code: 8163)
(股份代號: 8163)

RIGHTS ISSUE ON THE BASIS OF TWO RIGHTS SHARES FOR EVERY FIVE EXISTING SHARES HELD ON THE RECORD DATE AT A SUBSCRIPTION PRICE OF HK\$0.40 PER RIGHTS SHARE

按於記錄日期每持有五股現有股份可獲發兩股供股股份之比例
以每股供股股份港幣0.40元之認購價進行供股

PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER THAN 4:00 P.M. ON WEDNESDAY, 10 JULY 2013

股款須於接納時(不遲於二零一三年七月十日(星期三)下午四時正)繳足

PROVISIONAL ALLOTMENT LETTER

暫定配額通知書

Head office and principal place
of business in Hong Kong:
總辦事處及香港主要營業
地點:
Room 1502,
Chinacem Century Tower,
178 Gloucester Road,
Wanchai,
Hong Kong
香港
灣仔告士打道178號
華懋世紀廣場
1502室

Registered office:
註冊辦事處:
Cricknet Square
Hutchins Drive P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Tuesday, 25 June 2013
二零一三年六月二十五日(星期二)

Name(s) and address of the Qualifying Shareholder(s)
合資格股東姓名及地址

Number of Shares registered in your name(s) on Friday, 21 June 2013:
於二零一三年六月二十一日(星期五)登記於閣下名下之股份數目:

Box A 甲欄	
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Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by not later than 4:00 p.m. on Wednesday, 10 July 2013:
暫定配發予閣下之供股股份數目，股款須於接納時(不遲於二零一三年七月十日(星期三)下午四時正)繳足:

Box B 乙欄	
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Total subscription money payable:
應付認購款項總額:

Box C 丙欄 HK\$ 港幣	
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Contact telephone no.
聯絡電話: _____

Dealings in the Rights Shares in the nil-paid form will take place from Thursday, 27 June 2013 to Friday, 5 July 2013 (both days inclusive).

The Underwriter reserves the right to terminate the Underwriting Agreement prior to the Latest Termination Time. If at any time on or before he Latest Termination Time:

- (A) the Underwriter shall become aware of the fact that, or shall have reasonable cause to believe that any of the representations warranties and undertakings in the Underwriting Agreement was untrue, inaccurate, misleading or breached, and in each case the same is (in the reasonable opinion of the Underwriters) material in the context of the Rights Issue; or
- (B) there shall be:
 - (i) any new law or regulation is enacted, or there is any change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority, whether in Hong Kong or elsewhere;
 - (ii) any change in local, national or international financial, political, industrial or economic conditions;
 - (iii) any change of an exceptional nature in local, national or international equity securities or currency markets;
 - (iv) any local, national or international outbreak or escalation of hostilities, insurrection or armed conflict;
 - (v) any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange;
 - (vi) any suspension in the trading of the Shares on the Stock Exchange for a continuous period of 7 trading days (as defined in the GEM Listing Rules);
 - (vii) any change or development involving a prospective change in taxation or exchange controls in Hong Kong or elsewhere;

which is or are, in the reasonable opinion of the Underwriter:-
(a) likely to have a material adverse effect on the business, financial position or prospects of the Group taken as a whole; or
(b) likely to have a material adverse effect on the success of the Rights Issue or the level of Rights Shares to be taken up; or
(c) so material as to make it inappropriate, inadvisable or inexpedient to proceed further with the Rights Issue.

then the Underwriter may by notice in writing rescind the Underwriting Agreement and all obligations of the Underwriter thereunder shall cease and determine and no party shall have any claim against any other parties in respect of any matter or thing arising out of or in connection with the Underwriting Agreement (save for any antecedent breaches hereof). If the Underwriter exercises such right, the Rights Issue will not proceed.

未繳股款之供股股份將於二零一三年六月二十七日(星期四)至二零一三年七月五日(星期五)(首尾兩日包括在內)期間買賣。

包銷商保留權利可於最後終止時間前於包銷協議、倘於最後終止時間前:

- (A) 包銷商知悉或有合理理由相信包銷協議所載之任何聲明、保證及承諾為失實、不確、有所誤導或已遭違反，而各情況(包銷商合理認為)對供股而言屬重大;或
- (B) 發生下列事件:
 - (i) 香港或其他地區之任何法院或其他主管機構頒佈任何新法例或規則，或更改現有法例或規則，或更改其詮釋或適用範圍;
 - (ii) 地區、國家或國際金融、政治、工業或經濟狀況出現任何變動;
 - (iii) 地區、國家或國際股本證券或貨幣市場出現任何特殊性質之變動;
 - (iv) 地區、國家或國際間爆發敵對事件、暴動或武装衝突成此等事件升級;
 - (v) 聯交所全面停止或暫停證券買賣或對證券買賣施加重大限制;
 - (vi) 股份於聯交所連續暫停買賣超過7個交易日(定義見創業板上市規則);
 - (vii) 涉及香港或其他地區之稅務或外匯管制預期變動之任何變動或發展;

而包銷商合理認為上述事件:-

- (a) 可能會對本集團之整體業務、財務狀況或前景構成重大不利影響;或
- (b) 可能會對供股之成功或供股股份之認購程度構成重大不利影響;或
- (c) 影響重大以致包銷商進行供股屬不屬宜、不明智或不合宜;

包銷商有權以書面通知撤銷包銷協議，則包銷協議將予以廢除及包銷商於包銷協議項下之所有責任將告停止及終止，而訂約方概不得向任何其他他訂約方就與包銷協議有關或其引致之任何事宜或事件提出任何索償(惟就任何先前違反包銷協議者除外)。倘包銷商行使有關權利，則供股將不會進行。

Any persons contemplating buying or selling Shares from now up to the date on which all the conditions of the Rights Issue are fulfilled (or waived, if applicable), and any dealings in the Rights Shares in their nil-paid form between Thursday, 27 June 2013 and Friday, 5 July 2013 (both days inclusive), will accordingly bear the risks that the Rights Issue may not become unconditional or may not proceed. If you have any enquiries regarding the Rights Issue, please contact the Underwriter on Tuesday, 25 June 2013, from 10:00 a.m. to 5:00 p.m. (both days inclusive). If you have any enquiries on or after Wednesday, 26 June 2013, please contact the Underwriter on Tuesday, 25 June 2013, from 10:00 a.m. to 5:00 p.m. (both days inclusive). Any shareholders or other persons contemplating dealing in the Shares or the nil-paid Rights Shares are recommended to consult their own professional advisers.

建議任何有意買賣股份或未繳股款之供股股份之股東或其他人士諮詢彼等本身專業顧問之意見。

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)

Dear Qualifying Shareholder(s),

INTRODUCTION

In accordance with the terms set out in the Prospectus accompanying this PAL, the Directors have provisionally allotted to you, the Rights Shares on the basis of two Rights Shares for every five existing Shares held and registered in your name(s) on Friday, 21 June 2013. Your holding of Shares as at 21 June 2013 is set out in Box A and the number of Rights Shares provisionally allotted to you is set out in Box B. Terms defined in the Prospectus have the same meanings herein unless the context requires otherwise.

The Rights Shares, when allotted, issued and fully paid, will rank *pari passu* with the then existing Shares in issue on the date of allotment of the Rights Shares in all respects. Holders of such Rights Shares will be entitled to receive all future dividends and distributions which are declared after the date of allotment and issue of the Rights Shares.

The Prospectus and the related application forms have not been and will not be registered or filed under any applicable securities or equivalent legislation of any jurisdictions other than Hong Kong.

No action has been taken to permit the offering of the Rights Shares, or the distribution of the Prospectus or any of the related application forms, in any territory or jurisdiction outside Hong Kong. Accordingly, no person receiving a copy of the Prospectus or any of the related application forms in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares or the excess Rights Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements.

It is the responsibility of any person (including but without limitation to nominee, agent and trustee) receiving a copy of the Prospectus or any of the related application forms outside Hong Kong and wishing to take up the Rights Shares under the Prospectus to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant territory or jurisdiction including the obtaining of any governmental or other consents for observing any other formalities which may be required in such territory or jurisdiction, and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. If you are in any doubt as to your position, you should consult your professional advisers.

PROCEDURE FOR APPLICATION AND PAYMENT

To take up your provisional entitlement in full you must lodge the whole of this PAL intact with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with a remittance for the full amount payable on acceptance, as set out in Box C, so as to be received by the Company's branch share registrar in Hong Kong not later than 4:00 p.m. on Wednesday, 10 July 2013 (or, under bad weather conditions, such later date as mentioned in the paragraph headed "Effect of bad weather" below). All remittances must be made by cheque or banker's cashier order in Hong Kong dollars. Cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "Merdeka Resources Holdings Limited – PAL Account" and crossed "Account Payee Only". Such payment will constitute acceptance of the terms of this PAL and the Prospectus and subject to the memorandum and articles of association of the Company. No receipt will be issued for sums received on application. Share certificate(s) for any Rights Shares in respect of which the application is accepted will be sent to the Qualifying Shareholders, and in the case of joint Qualifying Shareholders, to the first-named Qualifying Shareholders, by ordinary post at their own risk at the address stated overleaf on or before Wednesday, 17 July 2013.

It should be noted that unless this PAL, together with the appropriate remittance for the amount shown in Box C, has been lodged as described above by not later than 4:00 p.m. on Wednesday, 10 July 2013 (or, under bad weather conditions, such later date as mentioned in the paragraph headed "Effect of bad weather" below), this PAL and all rights hereunder will be deemed to have been declined and the relevant Rights Shares will be cancelled. The Company may (at its sole discretion but without obligation) treat a PAL (lodged as mentioned above) as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

APPLICATION FOR THE EXCESS RIGHTS SHARES

Qualifying Shareholders are entitled to apply for any unsold entitlements of the Excluded Shareholders (if any), any unsold Rights Shares created by adding together fractions of the Rights Shares and any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders.

Application for the excess Rights Shares should be made by completing and signing the EAF enclosed with the Prospectus for the excess Rights Shares and lodging the same with a separate remittance for the full amount payable in respect of the excess Rights Shares being applied for in accordance with the instructions printed thereon, with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by not later than 4:00 p.m. on Wednesday, 10 July 2013. All remittances must be made by cheque or banker's cashier order in Hong Kong dollars and cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "Merdeka Resources Holdings Limited – EAF Account" and crossed "Account Payee Only". The Company's branch share registrar in Hong Kong will notify the Qualifying Shareholders of any allotment of the excess Rights Shares made to them.

TRANSFER

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the form of transfer and nomination (Form B) and hand this PAL to the person(s) to or through whom you are transferring your rights. The transferee(s) must then complete and sign the registration application form (Form C) and lodge this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong so as to be received by not later than 4:00 p.m. on Wednesday, 10 July 2013. It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares and the acceptance by the transferee(s) of such rights. If you are an Overseas Shareholder, please refer to the paragraph headed "Rights of Overseas Shareholders" in the "Letter from the Board" of the Prospectus for details of the restrictions which may be applicable to you.

SPLITTING

If you wish to accept only part of your PAL or to transfer part of your rights to subscribe for the Rights Shares provisionally allotted hereunder, or to transfer your rights to more than one person, the original PAL must be surrendered and lodged for cancellation by not later than 4:30 p.m. on Tuesday, 2 July 2013 with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations required, which will be available for collection at Tricor Tengis Limited after 9:00 a.m. on the second Business Day after your surrender of the original PAL.

EFFECT OF BAD WEATHER

The latest time for acceptance and payment for the Rights Shares and for application and payment for the excess Rights Shares will not take effect if there is a tropical cyclone warning signal number 8 or above, or a "black" rainstorm warning (i) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the Acceptance Date. Instead, the latest time for acceptance of and payment for the Rights Shares and for application and payment for the excess Rights Shares will be extended to 5:00 p.m. on the same Business Day; or (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the Acceptance Date, instead, the latest time of acceptance of and payment for the Rights Shares and for application and payment for the excess Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the latest time for acceptance and payment for the Rights Shares and for application and payment for the excess Rights Shares does not take effect on the Acceptance Date, the dates mentioned in this section may be affected. The Company will notify Shareholders by way of announcement of any changes to the expected timetable as soon as practicable.

TERMINATION OF THE UNDERWRITING AGREEMENT

It should be noted that the Underwriting Agreement contains provisions granting the Underwriter the right to terminate the Underwriting Agreement on the occurrence of certain events, which have been set out in the section headed "Termination of the Underwriting Agreement" of the Prospectus. If the Underwriting Agreement is terminated by the Underwriter or does not become unconditional, the Rights Issue will not proceed.

WARNING OF THE RISK OF DEALING IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

It should be noted that the Shares have been dealt in on an ex-rights basis from Tuesday, 18 June 2013. Dealings in the Rights Shares in the nil-paid form will take place from Thursday, 27 June 2013 to Friday, 5 July 2013 (both days inclusive). If the conditions of the Rights Issue are not fulfilled (or waived, if applicable) on or before 4:00 p.m. on Wednesday, 10 July 2013 (or such later time and/or date as the Company and the Underwriter may determine in writing), or the Underwriting Agreement has been terminated in accordance with the terms thereof, the Rights Issue will not proceed.

Any persons contemplating buying or selling Shares from now up to the date on which all the conditions of the Rights Issue are fulfilled (or waived, if applicable), and any dealings in the Rights Shares in their nil-paid form between Thursday, 27 June 2013 and Friday, 5 July 2013 (both days inclusive), will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Any shareholders or other persons contemplating dealing in the Shares and/or the nil-paid Rights Shares are recommended to consult their own professional advisers.

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders will be presented for payment upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgement of this PAL together with a cheque or banker's cashier order in payment of the Rights Shares applied for will constitute a warranty that the cheque or banker's cashier order will be honoured upon first presentation. If any cheque or banker's cashier order is not honoured upon first presentation, this PAL is liable to be rejected, and in that event your assured entitlement and all rights thereunder will be deemed to have been declined and will be cancelled.

CERTIFICATES FOR THE RIGHTS SHARES

It is expected that certificates for the fully-paid Rights Shares will be despatched by ordinary post to those entitled thereto to their registered addresses at their own risk on or before Wednesday, 17 July 2013. One share certificate will be issued for all the Rights Shares allotted to an applicant.

GENERAL

Lodgement of the PAL purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split provisional letters of allotment and/or certificates for the Rights Shares.

All documents, including cheques for the amounts due, will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses.

The terms and conditions relating to application for the Rights Shares as contained in the Prospectus shall apply. The PAL and any application for the Rights Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.

Copies of the Prospectus giving details of the Rights Issue are available at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong during normal business hour until Wednesday, 10 July 2013.

By completing, signing and submitting this form, you agree to disclose to the Company, the Company's branch share registrar in Hong Kong and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the application for excess Rights Shares. The Personal Data (Privacy) Ordinance provides the holders of securities with rights to ascertain whether the Company or the Company's branch share registrar in Hong Kong hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong), the Company and the Company's branch share registrar in Hong Kong have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business in Hong Kong, Room 1502, Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the Company Secretary or (as the case may be) the Company's branch share registrar in Hong Kong at its address set out above.

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

MERDEKA

MERDEKA RESOURCES HOLDINGS LIMITED

(萬德資源集團有限公司*)

(於開曼群島註冊成立之有限公司)

(股份代號：8163)

敬啟者：

緒言

根據隨附本暫定配額通知書的供股章程所載條款，董事按二零一三年六月二十一日(星期五)登記於閣下名下之每持有五股現有股份獲發兩股供股股份之基準，已暫定向閣下配發供股股份。閣下於二零一三年六月二十一日所持股份數目載於甲欄，而暫定配發予閣下之供股股份數目則載於乙欄。除文義另有指明者外，供股章程所界定之詞彙於本通知書內具有相同涵義。

供股股份經配發、發行及繳足股款後，將在所有方面與配發供股股份當日之當時已發行現有股份享有同等權利。該等供股股份之持有人將有權收取於配發及發行供股股份日期後所宣派之一切未派股息及分派。

供股章程及有關申請表格並無及將不會根據香港以外任何司法權區之任何適用證券法例或同等法例登記或存檔。

並無於香港以外任何地區或司法權區就准前提呈發售供股股份或派發供股章程或任何有關申請表格採取任何行動。因此，於香港以外任何地區或司法權區接獲供股章程或任何有關申請表格文本之任何人士不可將其視作申請認購供股股份或額外供股股份之要約或邀請，惟於有關司法權區內可毋須遵守任何登記手續或其他法律或監管規定即可合法提出要約或邀請除外。

在香港以外地區接獲供股章程或任何有關申請表格之任何人士(包括但不限於代名人、代理及受託人)如欲承購供股章程項下供股股份，須自行全面遵守有關地區或司法權區之法律及法規，包括遵守該地區或司法權區可能規定之任何其他正式手續而取得任何政府或其他同意，以及在該等地區或司法權區支付就此所需支付之任何稅項、關稅及其他款項。如閣下對本身情況有任何疑問，應諮詢閣下專業顧問之意見。

申請及付款手續

閣下如欲承購全數暫定配額，則須不遲於二零一三年七月十日(星期三)(或在惡劣天氣情況下，下文「惡劣天氣之影響」一段所述之有關較後日期)下午四時正，將整份暫定配額通知書連同丙欄所載接納時應付之全數股款交回香港股份過戶登記分處卓佳登捷時有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款必須以港幣支票或銀行本票支付。支票須由香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「Merdeka Resources Holdings Limited – PAL Account」及以「只准入抬頭人賬戶」方式劃線開出。有關付款將構成接納本暫定配額通知書及供股章程之條款，並受本公司之組織章程大綱及公司細則所規限。申請時收訖之股款將不會獲發收據。獲接納申請之任何供股股份之股票將於二零一三年七月十七日(星期三)或之前按背頁所示地址以平郵方式寄發予合資格股東(倘為聯名合資格股東，則為名列首位之合資格股東，郵誤風險概由彼等自行承擔)。

務請注意，除非本暫定配額通知書連同丙欄所示之適當股款已如上文所述不遲於二零一三年七月十日(星期三)(或在惡劣天氣情況下，下文「惡劣天氣之影響」一段所述之有關較後日期)下午四時正交回，否則將被視作放棄本暫定配額通知書及一切有關權利，而有關供股股份將會被註銷。即使按上述規定交回之暫定配額通知書並未按有關指示填妥，本公司可(全權酌情決定但並無責任)將其視為有效，並對遞交表格之人士或其代表具約束力。本公司可要求有關未填妥之暫定配額通知書申請人於稍後階段填妥有關表格。

申請額外供股股份

合資格股東有權申請認購任何未售出之除外股東配額(如有)、任何因彙集零碎供股股份所產生之未售出供股股份以及任何暫定配發予合資格股東但未獲其接納之供股股份。

供股章程會隨附額外供股股份申請表格，閣下如欲申請額外供股股份，則須不遲於二零一三年七月十日(星期三)下午四時正，按照表格印備之指示填妥及簽署有關表格，連同就所申請之額外供股股份獨立支付之全數股款一併交回香港股份過戶登記分處卓佳登捷時有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓，以便香港股份過戶登記分處卓佳登捷時有限公司，地址為香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「Merdeka Resources Holdings Limited – EAF Account」及以「只准入抬頭人賬戶」方式劃線開出。香港股份過戶登記分處將知會合資格股東任何獲配發之額外供股股份。

轉讓

閣下如欲將全部暫定配發予閣下之供股股份認購權轉讓，須填妥及簽署轉讓及提名表格(表格乙)，並將本暫定配額通知書交予認購權之承讓人或轉讓經手人。其後，承讓人須不遲於二零一三年七月十日(星期三)下午四時正將登記申請表格(表格丙)填妥及簽署，然後將本暫定配額通知書連同丙欄所示接納時應付之全數股款交回香港股份過戶登記分處卓佳登捷時有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。謹請注意，閣下轉讓有關供股股份之認購權予承讓人時，須繳付香港印花稅，而承讓人於接納有關權利時亦須繳付香港印花稅。倘閣下為海外股東，請參閱供股章程「董事會函件」內「海外股東之權利」一段有關適用於閣下的限制詳情。

分拆

閣下如僅欲接納部分暫定配額或欲轉讓本通知書所述獲暫定配發以認購供股股份之部分權利，或將權利轉讓予一名以上之人士，則須不遲於二零一三年七月二日(星期二)下午四時三十分將原有暫定配額通知書交回及呈交香港股份過戶登記分處卓佳登捷時有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓，以便香港股份過戶登記分處卓佳登捷時有限公司，地址為香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「Merdeka Resources Holdings Limited – EAF Account」及以「只准入抬頭人賬戶」方式劃線開出。香港股份過戶登記分處將知會閣下發出新暫定配額通知書。新暫定配額通知書可於閣下交回原有暫定配額通知書後第二個營業日上午九時正後在卓佳登捷時有限公司領取。

惡劣天氣之影響

於以下情況下，接納供股股份及繳付股款以及申請額外供股股份及繳付股款之最後時限將不會生效：倘八號或以上熱帶氣旋警告信號或「黑色」暴雨警告(i)於接納日期本地時間中午十二時正前在香港生效；但於當日中午十二時正後解除，則接納供股股份及繳付股款以及申請額外供股股份及繳付股款之最後時限將順延至同一個營業日下午五時正；或(ii)於接納日期本地時間中午十二時正至下午四時正期間在香港生效，則接納供股股份及繳付股款以及申請額外供股股份及繳付股款之最後時限將更改為於上午九時正至下午四時正期間任何時間並無發出上述警告之下一個營業日下午四時正。

倘接納供股股份及繳付股款以及申請額外供股股份及繳付股款之最後時限並無於接納日期生效，則本節所述日期或會受到影響。倘預定期間表出現任何變動，本公司將於實際可行情況下盡快作出公告知會股東。

終止包銷協議

務請注意，包銷協議載有條文，授予包銷商於發生若干事件時終止包銷協議之權利，有關事件載於供股章程內「終止包銷協議」一節。倘包銷協議被包銷商終止或未能成為無條件，供股將不會進行。

買賣股份及未繳股款之供股股份之風險警告

敬請留意，股份已自二零一三年六月十八日(星期二)起以除權基準買賣。未繳股款之供股股份將於二零一三年六月二十七日(星期四)至二零一三年七月五日(星期五)(首尾兩日包括在內)期間買賣。倘供股之條件未能於二零一三年七月十日(星期三)下午四時正或之前(或本公司與包銷商可能書面釐定之較後時間及/或日期)達成(或獲豁免，倘適用)，或包銷協議已根據其所載條款終止，則供股將不會進行。

任何有意於即日起至供股條件全面達成當日止期間購買或出售股份之人士，以及任何於二零一三年六月二十七日(星期四)至二零一三年七月五日(星期五)(首尾兩日包括在內)期間買賣未繳股款之供股股份之人士，將因此須承擔供股或未能成為無條件或不一定進行之風險。

建議任何有意買賣股份及/或未繳股款之供股股份之股東或其他人士務請諮詢彼等之專業顧問之意見。

支票及銀行本票

所有支票及銀行本票將會於收訖後過戶，而該等款項所賺取之利息(如有)將全數撥歸本公司所有。填妥及交回本暫定配額通知書連同支付所申請之供股股份股款之支票或銀行本票，即表示保證支票或銀行本票可於首次過戶時兌現。倘任何支票或銀行本票於首次過戶時不獲兌現，則本暫定配額通知書可遭拒絕受理，在此情況下，閣下之保證配額及其項下所有權利將被視作已被放棄而予以撤銷。

供股股份之股票

預期繳足股款之供股股份之股票將於二零一三年七月十七日(星期三)或之前以平郵方式寄予收件人之登記地址，郵誤風險概由彼等自行承擔。本公司將就申請人獲配發之全部供股股份發出一張股票。

一般事項

交回已由應獲發本暫定配額通知書之人士簽署之暫定配額通知書，即為交回上述文件之人士有權處理暫定配額通知書，並有權收取暫定配額分拆函件及/或供股股份之股票之最終憑證。

所有文件(包括應付款項之支票)將以平郵方式寄予收件人之登記地址，郵誤風險概由彼等自行承擔。

供股章程所載有關申請供股股份之條款及條件將適用於。暫定配額通知書及任何據此作出之供股股份申請均受香港法例管轄，並按其詮釋。

載有供股詳情之供股章程可於二零一三年七月十日(星期三)或之前一般辦公時間內於香港股份過戶登記分處卓佳登捷時有限公司索取，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。

填妥、簽署及交回本暫定配額通知書隨附表格，則表示 閣下同意向本公司、香港股份過戶登記分處及/或彼等各自的顧問及代理披露個人資料及彼等所需而有關 閣下或 閣下為其利益而接納暫定配發供股股份之人士的任何資料。《個人資料(私隱)條例》(香港法例第486章)給予證券持有人權利可確定本公司或香港股份過戶登記分處是否持有其個人資料，索取有關資料的副本，以及改正任何不準確的資料。根據《個人資料(私隱)條例》(香港法例第486章)，本公司及香港股份過戶登記分處有權就處理任何查閱資料的要求收取合理費用。有關查閱資料或改正資料或有關政策及慣例以及持有資料類型的資料的所有要求，應寄往本公司位於香港的營業地點(地址為香港灣仔告士打道178號華懋世紀廣場1502室，或根據適用法律不時通知的地點並以公司秘書為收件人，或(視情況而定)寄往位於上述地址的香港股份過戶登記分處。

此致

列位合資格股東 台照

承董事會命
萬德資源集團有限公司
主席兼行政總裁
張偉賢

IN THE EVENT OF TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR THE RIGHTS SHARE(S), AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF THE ENTITLEMENT(S) TO THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

在轉讓供股股份的認購權時，每項買賣均須繳納從價印花稅。以出售以外方式餽贈或轉讓實益權益亦須繳納從價印花稅。在辦理本文件所載供股股份配額登記之前，須出示已繳納從價印花稅之證明。

Form B
表格乙

FORM OF TRANSFER AND NOMINATION
轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to the Rights Shares comprised herein)
(僅供擬將其/彼等於本表格所列供股股份之權利全數轉讓之合資格股東填寫及簽署)

To: The Directors
Merdeka Resources Holdings Limited
致：萬德資源集團有限公司
列位董事台照

Dear Sirs and Madams,
I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.
敬啟者：
本人/吾等茲將本暫定配額通知書所列本人/吾等可認購供股股份之權利全數轉讓予接受此權利並簽署以下登記申請表格(表格丙)之人士。

(1) _____ (2) _____ (3) _____ (4) _____

Signature(s) of Shareholder(s) (all joint Shareholders must sign) 股東簽署(所有聯名股東均須簽署)

Date 日期：_____, 2013

Note: Stamp duty of HK\$5.00 and ad valorem stamp duty are payable by the transferor(s) if this form is completed.

附註：填妥此表格後，轉讓人須支付港幣5.00元之印花稅以及支付從價印花稅。

REGISTRATION APPLICATION FORM

Form C
表格丙

登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)
(僅供承讓認購供股股份權利之人士填寫及簽署)

To: The Directors
Merdeka Resources Holdings Limited
致：萬德資源集團有限公司
列位董事台照

Dear Sirs and Madams,
I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the memorandum and articles of association of the Company.
敬啟者：
本人/吾等謹請閣下將表格甲內乙欄所列供股股份數目以本人/吾等名義登記。本人/吾等同意按照本暫定配額通知書及供股章程所載之條款，並在貴公司之組織章程大綱及公司細則限制下接納該等股份。

Existing Shareholder(s)
Please mark "X" in this box
現有股東請於欄內填上「X」號

To be completed in block letters in **ENGLISH**. Joint applicants should give one address only.
請用英文大楷填寫。聯名申請人只須填報一個地址。
For Chinese applicant(s), please provide your name in both English and Chinese.
華裔申請人請填寫中英文姓名。

Name in English 英文姓名	Family name/Company name 姓氏/公司名稱 Other names 其他名字	Name in Chinese 中文姓名	
Name continuation and/or names of joint applicant(s) (if any) 續姓名及/或聯名申請人全名(如有)			
Address in English 英文地址			
Occupation 職業		Telephone no. 電話號碼	
Dividend instructions 派息指示			
Name and address of bank 銀行名稱及地址		Bank account no. 銀行戶口號碼	
		Account type 賬戶類別	For office use only 公司專用

(1) _____ (2) _____ (3) _____ (4) _____

Signature(s) of applicant(s) (all joint applicant(s) must sign) 申請人簽署(所有聯名申請人均須簽署)

Date 日期：_____, 2013

Note: Ad valorem stamp duty is payable by the transferee(s) if this form is completed.

附註：填妥此表格後，承讓人須支付從價印花稅。