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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)**

### **REQUISITION FROM SHAREHOLDER**

Reference is made to the announcement of Merdeka Resources Holdings Limited (the “Company”) dated 19 June 2013 (the “Announcement”), regarding a notice dated 13 June 2013 (the “First Requisition”) received by the board of directors (the “Board”) of the Company from Manistar Enterprises Limited (“Manistar”), requesting the Board, in accordance with the Articles of Association of the Company, proposing the election of Ms. Ng Yin Fun, Elaine (“Ms. Ng”), Mr. Leung Ho Yin, Henry (“Mr. Leung”) and Mr. Chan Siu Chung (“Mr. Chan”) (the “Three Candidates”) as executive directors of the Company at the forthcoming annual general meeting of the Company to be held on 28 June 2013 (the “AGM”). Terms in this announcement shall have the same meanings as those defined in the Announcement unless defined otherwise.

The Board received a further notice dated 21 June 2013 (the “Second Requisition”) from Manistar notifying that Mr. Chan, had withdrawn his willingness to be elected as an executive director of the Company, due to his personal reason, and Manistar confirmed the proposed election of Ms. Ng and Mr. Leung (the “Two Candidates”) as executive directors of the Company as set out in the First Requisition and their willingness to be elected as executive directors of the Company dated 13 June 2013. Fresh details of biographical details of the Two Candidates are sent by Manistar to the Company with the Second Requisition.

As fresh documents are being supplied by Manistar to the Company, the Company considers that the Second Requisition is a fresh requisition to propose for election of the Two Candidates as executive directors of the Company in replacement of the First Requisition to propose for election of the Three Candidates as executive directors of the Company.

\* *for identification purposes only*

The Company has instructed its solicitors to conduct civil litigation searches against the Two Candidates and the search results reveal that persons with the same names of the Two Candidates have been involved or involving in civil litigation cases in Hong Kong. In light of the names of the Two Candidates came out positively in the civil litigation searches, the Directors consider that the Company should seek clarification and confirmation from the Two Candidates on whether the persons with the same names as them revealed in the civil litigation searches are in fact the Two Candidates themselves and in this respect, we have written to the Two Candidates through our solicitors in confidence with copy of the relevant civil litigation search result requesting them to clarify and confirm with the Company on whether they are the persons named in the civil litigation search results.

Further, given the proximity of the date of the AGM, the Company considers that there is insufficient time to issue a supplementary circular to the members of the Company to include the Second Requisition at the AGM as required by Rule 17.46B of the GEM Listing Rules unless the AGM is being adjourned which the Company considers is not viable as section 122 of the Companies Ordinance, Cap 32 of the Laws of Hong Kong requires the profit and loss accounts of the Company be laid before the AGM shall be made up to a date falling not more than 6 months before the date of the AGM.

The Company will consider convening an Extraordinary General Meeting to put the appointments of the Two Candidates as executive directors of the Company to be voted by its members after they have clarified and confirmed with the Directors on whether they are the persons named in the civil litigation search results. The Company will make announcement(s) and circular(s) when and where appropriate in due course.

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

Hong Kong, 25 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>.*