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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 2013 ANNUAL GENERAL MEETING
AND
RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
REVOCATION OF APPOINTMENT OF COMMITTEE MEMBER**

The Board announces that all the ordinary resolutions set out in the AGM Notice were duly passed by the Shareholders while all the special resolutions set out in the AGM Notice were not passed by the Shareholders by way of poll at the AGM held on 28 June 2013 at 10:00 a.m..

The Board announces that Mr. Lam Kin Kau, Mark has retired as an independent non-executive director of the Company at the conclusion of the AGM.

POLL RESULTS AT THE 2013 ANNUAL GENERAL MEETING

Reference is made to the circular (the “Circular”) of Merdeka Resources Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) incorporating, among others, a notice of annual general meeting held 28 June 2013 (the “AGM”) (the “AGM Notice”) both dated 6 June 2013 and the clarification announcement of the Company dated 7 June 2013 (the “Clarification Announcement”). Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular, the AGM Notice and the Clarification Announcement.

The Board is pleased to announce that all the resolutions proposed were voted by the Shareholders by way of poll at the AGM held on 28 June 2013.

* *For identification purpose only*

As at the date of the AGM, the number of issued shares of the Company was 229,178,725 shares, which was the total number of shares entitling the holders to attend and vote for or against all resolutions at the AGM. There were no restrictions on any shareholders to cast votes on any of the proposed resolutions at the AGM.

The Branch Share Registrar of the Company, Tricor Tengis Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

The poll results are set out as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2012	83,766,500 (69.215%)	37,257,001 (30.785%)
2.	To re-elect the following persons as Directors		
	(i) Mr. Cheung Wai Yin, Wilson	83,766,500 (69.215%)	37,257,001 (30.785%)
	(ii) Mr. Lau Chi Yan, Pierre	83,766,500 (69.215%)	37,257,001 (30.785%)
	(iii) Mr. Wong Chi Man	83,766,500 (69.215%)	37,257,001 (30.785%)
	(iv) Ms. Yeung Mo Sheung, Ann	83,766,500 (69.215%)	37,257,001 (30.785%)
3.	To authorize the board of directors to fix directors' remuneration for the year ending 31 December 2013	83,766,500 (69.215%)	37,257,001 (30.785%)
4.	To re-appoint Messrs. Elite Partners CPA Limited as auditors and authorise the board of directors to fix their remuneration	83,766,500 (69.215%)	37,257,001 (30.785%)
5(A).	To grant a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company	83,766,500 (69.215%)	37,257,001 (30.785%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
5(B).	To grant a general mandate to the directors to repurchase shares not exceeding 10% of the issued share capital of the Company	83,766,500 (69.215%)	37,257,001 (30.785%)
5(C).	To extend the authority granted to the directors pursuant to Ordinary Resolution No. 5(A) to issue shares by adding to the issued share capital of the Company the number of shares repurchased under Ordinary Resolution No. 5(B)	83,766,500 (69.215%)	37,257,001 (30.785%)
6.	To approve, among others, the refreshment of the 10% mandate under the Share Option Scheme as set out in the ordinary resolutions stipulated therein the AGM Notice	83,766,500 (69.215%)	37,257,001 (30.785%)
Special Resolutions		Number of Votes (%)	
		For	Against
7.	To pass the special resolution no. 7 set out in the AGM Notice in respect of the Capital Reduction and the Sub-division	83,766,500 (69.215%)	37,257,001 (30.785%)
8.	To pass the special resolution no. 8 set out in the AGM Notice in respect of the amendment of Articles of Association of the Company	42,363,500 (35.004%)	78,660,001 (64.996%)

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

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

As a result, the events set forth in the timetable in respect of the Capital Reduction and Sub-division on page 12 of the Circular and as clarified by the Clarification Announcement will not be carried out accordingly. The amendment of Articles of Association of the Company will thus not be carried out accordingly also. The Company will seek to put forth the resolutions to be voted by its shareholders again in other general meeting and will make announcement(s) and circular(s) when and where appropriate in due course.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND REVOCATION OF APPOINTMENT OF COMMITTEE MEMBER

As stated in the Circular, the Board wishes to announce that Mr. Lam Kin Kau, Mark (“Mr. Lam”) has retired by rotation as an independent non-executive Director of the Company at the conclusion of the AGM and did not seek for re-election at the AGM and accordingly, he ceased to be an independent non-executive director of the Company and his appointment as a member of the nomination committee, a member of the remuneration committee and as a member of the audit committee of the Company has been revoked with effect from and after the end of the AGM.

Mr. Lam has confirmed that his retirement by rotation and cessation are due to the need in developing his own professional business and also confirmed that he has no disagreement with the Board and do not have any matters in relation to his retirement by rotation and cessation that should be brought to the attention of the shareholders of the Company.

Following the retirement by rotation and cessation of Mr. Lam, the Company has one independent non-executive director and audit committee member, which fall below the minimum number requirement of Rule 5.05(1) and Rule 5.28 and does not satisfy the qualification requirement of Rule 5.05(2) of the GEM Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). The number of independent non-executive directors also fell below one-third of the Board members as required under Rule 5.05A of the GEM Listing Rules. Further, the ratio of independent non-executive directors to other directors as members of the nomination committee and the remuneration committee of the Company will not meet the majority requirement under the terms of reference of the nomination committee and remuneration committee of the Company (the “Terms of Reference”). The Board will seek to appoint new independent non-executive directors to fill the above vacancies as soon as practicable within three months from effective date of Mr. Lam’s retirement by rotation and cessation pursuant to the GEM Listing Rules and the Terms of Reference. Further announcement will be made by the Company when the relevant appointments are made.

The Board would like to take this opportunity to thank Mr. Lam for his contributions to the Company and the Group during his tenure of office.

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

Hong Kong, 28 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 Director:

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>.