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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 amendments to the GEM Listing Rules, the Board proposes once again 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 EGM, 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 EGM.

GENERAL

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

Reference is made to the announcements of Merdeka Resources Holdings Limited (the "Company") dated 5 June 2013 (the "Announcement") and the circular of the Company dated 6 June 2013 (the "Circular"), in relation to, inter alia, the proposed amendments to the Articles.

** for identification purposes only*

Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement and the Circular unless the context otherwise requires.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board announced on 28 June 2013 that at the annual general meeting held 28 June 2013 (the “AGM”), the special resolution set out in the Notice of AGM was not passed by the Shareholders, and thus, the amendment to the Articles will not be carried out accordingly.

The Board of Directors (the “Board”) of the Company proposed once again to seek the approval from the shareholders at the upcoming extraordinary general meeting (“EGM”) to amend 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 EGM 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 EGM.

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, 11 July 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>.