

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, accountant or other professional adviser.

If you have sold or transferred all your shares in **Merdeka Resources Holdings Limited**, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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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)**

**(1) REQUISITION FROM SHAREHOLDER,  
(2) PROPOSED CAPITAL REDUCTION AND SUB-DIVISION,  
(3) AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A letter from the board of directors of the Company is set out on pages 4 to 13 of this circular.

A notice convening the EGM to be held on Friday, 16 August 2013 at 11:00 a.m. at Jasmine Room, 3/F., Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong is set out on pages 29 to 32 of this circular.

Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Tricor Tengis Ltd., 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the appointed time for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM and any adjournment thereof (as the case may be) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

This circular 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>.

## CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.



## DEFINITIONS

*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

“AGM”	annual general meeting of the Company held 28 June 2013;
“AGM Notice”	Notice of AGM dated 6 June 2013;
“Articles of Association”	means the articles of association of the Company as amended from time to time and “Article” shall mean an article thereof;
“associate(s)”	has the same meaning as ascribed to it under the GEM Listing Rules;
“Board”	the board of Directors;
“Business Day(s)”	a day (excluding Saturday, upon which banks are open for business in Hong Kong);
“Capital Reduction”	The proposed reduction of the par value of each issued Share from HK\$0.40 to HK\$0.01 by cancelling paid up capital to the extent of HK\$0.39 per issued Share;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“CCT Telecom”	CCT Telecom Holdings Limited (中建電訊集團有限公司), a company listed on the Main Board of the Stock Exchange and a substantial shareholder of the Company;
“Company”	Merdeka Resources Holdings Limited (萬德資源集團有限公司*), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM;
“Convertible Bonds”	the Zero Coupon Convertible Bonds due 12 August 2014 all issued by the Company on 12 August 2008 and extended on 30 May 2011 with total outstanding principal amount of HK224,880,000 as at the date of this circular;
“Court”	the Grand Court of the Cayman Islands;

\* For identification purpose only

## DEFINITIONS

“Director(s)”	directors of the Company;
“EGM”	the extraordinary general meeting of the Company to be convened and held at Jasmine Room, 3/F Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Friday, 16 August 2013 at 11:00 a.m. or any adjournment thereof (as the case may be), notice of which is set out in this circular;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange with responsibility for GEM;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM;
“Group”	the Company and its subsidiaries;
“HK or Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Ivana”	Ivana Investments Limited, a substantial shareholder of the Company;
“Latest Practicable Date”	17 July 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Manistar”	Manistar Enterprises Limited, a substantial shareholder of the Company and an indirect wholly-owned subsidiary of CCT Telecom;
“New Share(s)”	new ordinary share(s) with a par value of HK\$0.01 each in the share capital of the Company after the Capital Reduction and the Sub-division becoming effective;
“Option(s)”	the options granted under the Share Option Scheme to subscribe for Shares in accordance with the Share Option Scheme;

## DEFINITIONS

“PRC”	People’s Republic of China;
“Share(s)”	the ordinary share(s) of HK\$0.40 each in the share capital of the Company;
“Share Consolidation”	the consolidation of every 40 Shares of HK\$0.01 each into one Share effective 26 March 2013;
“Shareholder(s)”	holder(s) of the Share(s);
“Share Option Scheme”	the share option scheme adopted by the Company on 3 May 2012;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Sub-division”	The sub-division of each authorised but unissued Consolidated Share into 40 New Shares;
“substantial shareholder(s)”	has the same meaning as ascribed to it under the GEM Listing Rules;
“%”	per cent.

# 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)**

*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

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

British West Indies

*Head Office and Principal Place  
of Business in Hong Kong:*

Room 1502

Chinachem Century Tower

178 Gloucester Road

Wanchai

Hong Kong

24 July 2013

*To the Shareholders,*

Dear Sir or Madam,

**(1) REQUISITION FROM SHAREHOLDER,  
(2) PROPOSED CAPITAL REDUCTION AND SUB-DIVISION,  
(3) AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

### INTRODUCTION

The Board wishes by this circular to provide the shareholders with the relevant information regarding and to seek the approval of the Shareholders at the EGM for (i) the election of the Directors; (ii) Capital Reduction and Sub-division; and (iii) the amendments to the Articles of Association.

\* For identification purpose only

## LETTER FROM THE BOARD

### REQUISITION FROM SHAREHOLDER

The Board received a notice dated 21 June 2013 from Manistar (the “Requisition”), requesting the Board, in accordance with the Articles of Association, proposing the election of Ms. Ng Yin Fun, Elaine and Mr. Leung Ho Yin, Henry (the “Two Candidates”) as executive directors of the Company at the AGM.

### Convening of the EGM

Pursuant to Article 58 of the Articles of Association, any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition within 21 days of such deposit.

As the shareholders register reveals Manistar holds more than 10% of the total issued share capital of the Company, the Company is required under the Articles of Association to proceed with convening the EGM for the Requisition on or before 12 July 2013.

### Reason for the Proposed Election

Manistar has not provided reasons and/or any information and/or grounds in respect of the said proposed election of directors. Accordingly the Board is not able to provide you with any reason and/or any information and/or grounds in respect of the said proposed election of directors for consideration.

On 25 June 2013, the Company announced that it has written to the Two Candidates through its 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. Through their legal representatives, each of the Two Candidates has respectively confirmed that he/she is not any of the persons named in the civil litigation search results. The Board presumes such confirmations are true and correct.

Attached to the Requisition are information and details in respect of the Two Candidates provided by Manistar in relation to the proposed election. The Board has reproduced the same in “Appendix I — Biographical Details of the Directors Proposed to be elected” of this circular. However, the Board alerts Shareholders that the content of the said Appendix I is not verified by the Board. The Board notes that Manistar and/or the Two Candidates and/or their legal representatives had not provided any documents for the Board’s verification in relation to their respective academic qualifications and working experience despite the Board has written to the legal representatives of Manistar through its solicitors requesting for copies of the Two Candidates’ identity cards and documents proving their respective qualifications and experiences.



## LETTER FROM THE BOARD

As at the Latest Practicable Date for the said reason, the Board is unable to perform due diligence on certain particulars of the proposed directors in order to perform its duty of care under the GEM Listing Rules, Corporate Governance Code and its Recommended Best Practices despite of the requests made by the Company. Accordingly, the Board is unable to give opinions on their suitability to become a director of the Company. If the proposed directors were appointed, the Company will examine the relevant documents provided by them as a due diligence process.

Having considered the information and details of each of the Two Candidates, and assuming the information provided by them are true and accurate, the Board further draws the Shareholders' attention to the fact that both of the Two Candidates have not held any directorship in listed public companies (in the past 3 years). In light of this, the Board is of the opinions that the proposed directors' ability and/or capacity is not satisfactorily to "demonstrate a standard of competence commensurate with" their positions as listed company directors as required by Rule 5.02 of the GEM Listing Rules.

### **Factors to be Considered**

For reasons set out in the section entitled "Reason for the Proposed Election" above, the Directors would like to strongly emphasize and alert Shareholders that the Board is not in a position to give opinions on the ability and/or capacity of the proposed directors to "demonstrate a standard of competence commensurate with" their positions as listed company directors as required by the GEM Listing Rules. Further, the Board reiterates that the respective academic qualifications and working experience of the proposed directors are not being verified.

In the event that if the Company subsequently discovers that the Two Candidates are not competent as executive director(s) of the Company after their respective appointment, the Company will make announcement(s) and to invite the shareholders to remove them accordingly pursuant to the Articles of Association.

Accordingly, the Board recommends the Shareholders to give serious thoughts and considerations before casting their votes to the resolutions in relation to the election of executive directors as set out in the notice of the EGM.

### **PROPOSED CAPITAL REDUCTION AND SUB-DIVISION**

Further to the Company's announcement dated 25 March 2013, stating that the Capital Reduction and Sub-division were turned down by the Shareholders. The Board announced on 28 June 2013 that at the AGM, the special resolution set out in the AGM Notice was not passed by the Shareholders, therefore, 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.

As stated in the Company's announcement dated 28 June 2013 and following the Share Consolidation became effective on 26 March 2013, the Board once again proposes to effect the Capital Reduction pursuant to which the par value of each of the issued Shares will be reduced from HK\$0.40 to HK\$0.01 each by cancelling the paid-up capital to the

## LETTER FROM THE BOARD

extent of HK\$0.39 per issued Share resulting each issued Share of HK\$0.40 each be treated as one fully paid-up New Shares of HK\$0.01 each in the capital of the Company and any liability of the holders of such shares to make any further contribution to the capital of the Company on each such share shall be treated as satisfied and that the amount of issued capital thereby cancelled be made available for issue of New Shares in the Company. As such, the authorized share capital of the Company of HK\$200,000,000 shall remain unchanged upon the Capital Reduction and the Sub-division becoming effective. The credit arising from such reduction will be transferred to a distributable reserve account of the Company where it may be utilized by the Directors in accordance with the Articles of Association and all applicable laws.

The following table shows the amount of issued share capital and the changes in the distributable reserve of the Company before and after the Capital Reduction:

	<b>Before Share Capital Reduction (HK\$)</b>	<b>After Share Capital Reduction (HK\$)</b>
Issued share capital	91,671,490	2,291,787
Distributable Reserve Account	27,892,239 <sup>(Note)</sup>	117,271,942

*Note:* as at 31 March 2013

Immediately following the Capital Reduction becoming effective, each authorized but unissued Share will also be sub-divided into 40 New Shares with a par value of HK\$0.01 each.

On the basis of the existing issued share capital of the Company and assuming no further issue of new Shares from the Latest Practicable Date and up to the date on which the Capital Reduction and the Sub-division becoming effective, the authorized share capital of the Company will be HK\$200,000,000 divided into 20,000,000,000 New Shares with a par value of HK\$0.01 each, of which 340,850,215 New Shares will be in issue.

All New Shares will rank *pari passu* in all respect with each other and be subject to the restrictions contained in the Company's memorandum and articles of association.

Other than the expenses to be incurred in relation to the Capital Reduction and Subdivision, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders.

### **Conditions of the Capital Reduction and Sub-division**

The Capital Reduction and Sub-division are conditional upon the following:

- (1) the passing of the necessary resolutions by the Shareholders approving the Capital Reduction and Sub-division at the EGM;

## LETTER FROM THE BOARD

- (2) the Court approving the Capital Reduction and compliance with any conditions the Court may impose;
- (3) the registration of the Court's order confirming the Capital Reduction and minute approving by the Court containing the particulars required under the Companies Laws of the Cayman Islands with respect to the Capital Reduction and Sub-division with the Registrar of Companies of the Cayman Islands;
- (4) the GEM Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the New Shares to be in issue upon the Capital Reduction and the Sub-division becoming effective; and
- (5) the holders of the Convertible Bonds approving the Capital Reduction.

An application will be made by the Company to the GEM Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the New Shares to be in issue upon the Capital Reduction and the Sub-division becoming effective.

Subject to granting of the listing of and permission to deal in the New Shares on the Stock Exchange, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or, under contingent situation, such other date 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 effect from time to time.

The Capital Reduction shall become effective upon registration of the Court order and other relevant documents with the Registrar of Companies of the Cayman Islands. The Capital Reduction will not entail any amendments to the Company's memorandum and articles of association.

### **Reasons for the Capital Reduction and Sub-division**

The Capital Reduction and the Sub-division keep the par value of the Share at a lower level that can facilitate the Company's future fund raising activities as the Company is not allowed to issue Share below par value. The Sub-division is necessary to sub-divide the par value of each of the authorized but unissued Shares from HK\$0.40 to HK\$0.01 so that the par value of all issued and unissued New Shares will be HK\$0.01.

Up to the Latest Practicable Date, the Company has no agreement, arrangement, intention or negotiation about any fund raising activities.

Therefore the Directors consider that the Capital Reduction and the Sub-division are in the interests of the Company and the Shareholders as a whole.

## LETTER FROM THE BOARD

### Exchange of share certificates

Subject to the Capital Reduction and Sub-division becoming effective, Shareholders may, during the period from 17 December 2013 to 17 January 2014, submit share certificates for the Shares to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, in exchange, at the expense of the Company, for new share certificates for the New Shares. Thereafter, share certificates for the then Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each share certificate issued or cancelled, whichever is higher. Nevertheless, share certificates for the then Shares will not be acceptable for trading purposes but will continue to be good evidence of legal title and may be exchanged for new share certificates for the New Shares at any time.

The colour of the new share certificates for the New Shares will be announced by the Company in due course.

### Effect on the Share Capital of the Company

The following table shows the effects on the share capital of the Company under the Capital Reduction and the Sub-division on the basis of the existing issued share capital of the Company and assuming no further issue of new Shares from the Latest Practicable Date up to the date in which the Capital Reduction and the Sub-division becoming effective:

#### Authorised share capital

500,000,000	Share with a par value of HK\$0.40 each as at the Latest Practicable Date	HK\$200,000,000
20,000,000,000	New Shares with a par value of HK\$0.01 each after the Capital Reduction and the Sub-division becoming effective	HK\$200,000,000

#### Issued share capital (paid up or credited as fully paid)

340,850,215	Share with a par value of HK\$0.40 each as at the Latest Practicable Date	HK\$136,340,086
340,850,215	New Shares issued with a par value of HK\$0.01 each after the Capital Reduction and the Sub-division becoming effective	HK\$3,408,502

## LETTER FROM THE BOARD

### Expected timetable

The expected timetable of the Capital Reduction and Sub-division is as follows:

*(Hong Kong time)*

Despatch of Circular and proxy form of the EGM . . . . . Wednesday, 24 July 2013

Latest time for lodging proxy form of the EGM . . . . . 11:00 a.m. on Wednesday,  
14 August 2013

Expected time and date of the EGM . . . . . 11:00 a.m. on Friday,  
16 August 2013

Announcement of result of the EGM . . . . . Friday, 16 August 2013

*The following events are conditional on the approval from the Court. The dates are therefore tentative.*

Effective date for the Capital Reduction and Sub-division . . . after 4:10 p.m. on Monday,  
16 December, 2013

First day for free exchange of existing share certificates  
for new share certificates for New Shares (one day after  
the effective date due to time difference between  
Hong Kong and Cayman Islands) . . . . . 9:00 a.m. on Tuesday,  
17 December, 2013

Last day for free exchange of existing share certificates  
for new share certificates for New Shares . . . . . 4:30 p.m. on Friday,  
17 January 2014

*The aforesaid timetable is subject to the results of the EGM and the approval from the Court. The Company will notify the Shareholders of any changes to the expected timetable by way of announcement(s) as and when appropriate.*

### Outstanding Convertible Bonds and Options

As at the Latest Practicable Date, there are (i) outstanding principal amount of HK\$224,880,000 under the Convertible Bonds and (ii) outstanding Options granted under the Share Option Scheme to subscribe for 1,697,948 New Shares.

Save as aforesaid, the Company has no other outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares as at the Latest Practicable Date.

## LETTER FROM THE BOARD

### PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION

On 28 June 2013 the Board announced that at the AGM, the special resolution set out in the AGM Notice was not passed by the Shareholders, and thus, the amendment to the Articles has not been carried out accordingly.

The Board proposed once again to seek the approval from the Shareholders at the upcoming EGM to amend the Articles. The proposed amendments to the Articles are to bring the constitution of the Company in line with certain amendments made to the GEM Listing Rules, to incorporate certain housekeeping amendments and to consolidate the proposed amendments and all previous amendments made to the Articles of Association, the Board proposed to put forward to the Shareholders for approval at the EGM by way of special resolutions to amend the Articles of Association and to adopt the amended and restated Articles of Association.

The Company groups the proposed amendments to the Articles of Association into 4 resolutions on the following basis:

- (1) resolution in relation to shareholders (Articles 59, 66-70, 73, 75(1), 80-82 and 84(2));
- (2) resolution in relation to directors (Article 88);
- (3) resolution in relation to Article 86(5); and
- (4) resolution in relation to minor housekeeping amendments (Articles 2(1), 3(3), 10, 152, 159 and 160).

The Company's existing Article 86(5) requires a special resolution at any general meeting for Shareholders to remove a director of the Company before the expiration of his period of office, therefore, breaches the requirements under paragraph 5(1) of Appendix 11b of the GEM Listing Rules that a director may be removed at any time by ordinary resolution of the Shareholders. Evaluating on the poll results of the AGM, the Directors separate the amendment to Article 86(5) as an individual resolution and group the proposed amendments on the above basis for the Shareholders to vote at the forthcoming EGM in order to avoid the possible bundling of resolutions that was discouraged under the code provision E1.1 of the Corporate Governance Code of the GEM Listing Rules.

In the event that any of the special resolutions numbered 4(A) to 4(D) is not approved by the Shareholders at the EGM, special resolution numbered 4(E) will not be approved by the Shareholders consequently. In such a case, the constitutional document published by the Company on its own website and on the GEM website will be a conformed copy only as required by the GEM Listing Rules. The Company will include a statement that it is a conformed copy only which have not been formally adopted by Shareholders at a general meeting on the cover page of the published constitutional document.

## LETTER FROM THE BOARD

A summary of the principal amendments to the Articles of Association is set out in Appendix II to this circular. The proposed amendments to the existing Articles of Association and adoption of the amended and restated Articles of Association are subject to the approval of the Shareholders by way of passing special resolutions at the EGM.

Copy of the amended and restated Articles of Association (both in English and Chinese) will be available for inspection at Room 1502, Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong during normal business hours on any Business Day for the period from the date of this circular up to and including the date of the EGM. Such copy will also be available for inspection at the EGM. Shareholders are advised that the Chinese translation of the amended and restated Articles of Association is provided for reference only. In case of any inconsistency, the English version shall prevail.

### THE EGM AND PROXY ARRANGEMENT

A notice convening the EGM to be held on Friday, 16 August 2013 at 11:00 a.m. at Jasmine Room, 3/F., Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong is set out on pages 29 to 32 of this circular. Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Tricor Tengis Ltd. at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the appointed time for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM and any adjournment thereof (as the case may be) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

The EGM will be held to consider, and if thought fit, pass the requisite resolution(s) to approve (i) the election of the Directors; (ii) Capital Reduction and Sub-division; and (iii) the amendments to the Articles of Association.

No Shareholder has any material interest in the transactions contemplated thereunder. Therefore, no Shareholder is required to abstain from voting at the EGM in respect of the resolutions to approve the same.

The resolutions proposed to be approved at the EGM will be taken by poll and an announcement on the results of the EGM will be made by the Company thereafter.

### RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.



## LETTER FROM THE BOARD

### RECOMMENDATION

For reasons set out in the section entitled “Factors to be Considered” above, the Board recommends and urges the Shareholders to give serious thoughts and considerations before casting their votes to the resolutions in relation to the election of executive directors as set out in the notice of the EGM.

The Directors consider that the Capital Reduction and Sub-division and the amendment to the Articles of Association are in the best interests of the Company and the Shareholders as a whole and therefore recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM in respect thereof.

### COMPETING INTERESTS

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors or management shareholder or their respective associates had any business or interest which competes or may compete with the business of the Group, or has or may have any other conflicts of interest with the Group.

### DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours (i.e. from 9:30 a.m. to 5:00 p.m. on Monday to Friday at the Head Office and Principal Place of Business of the Company in Hong Kong at Room 1502, Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong from 24 July 2013, the date of this circular up to and including 11 August 2013:

1. the memorandum and articles of association of the Company;
2. the annual report of the Company for the year ended 31 December 2012; and
3. the annual report of the Company for the year ended 31 December 2011.

By the Order of the Board  
**Merdeka Resources Holdings Limited**  
**Mr. Cheung Wai Yin, Wilson**  
*Chairman and Chief Executive Officer*



The content of this Appendix I is not verified by the Board.

*Manistar proposed to appoint the following executive directors, whose particulars are provided by Manistar as follows:*

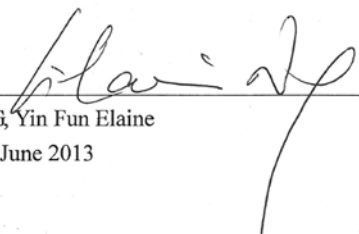
**Ms. Ng Yin Fun, Elaine**

Information and biographical details as required under Rule 17.50(2) of the GEM Listing Rules for election of Ms. NG, Yin Fun Elaine as an executive director of Merdeka Resources Holdings Limited (the "Company") in the same order of the paragraphs listed in Rule 17.50(2)

- (a) Full name: NG, Yin Fun Elaine
- (b) Position with the Company and its subsidiaries (the "Group"):  
Currently I do not hold any position with the Company or any subsidiary of the Company.
- (c) Experience:  
I have more than 23 years of experience in the consumer electronic industry. I currently hold the position of Managing Director in Business Development in a subsidiary of CCT Tech International Limited ("CCT Tech"). I am primarily responsible for leading the business development function of CCT Tech and its subsidiaries (the "CCT Tech Group"), supervising principal functions, including sales and marketing, customer services, logistic activities and product planning and development. CCT Tech is a non wholly-owned subsidiary of CCT Telecom Holdings Limited ("CCT Telecom") and the shares of each of CCT Tech and CCT Telecom are listed on the Main Board of the Stock Exchange. Save for the proposed election as executive director of the Company, I did not hold any directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. I graduated from the University of Technology, Sydney, Australia and hold a Master's Degree of Engineering Management.
- (d) The proposed length of service with the Company is three years, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company.
- (e) Manistar Enterprises Limited ("Manistar"), a substantial shareholder of the Company, is an indirect wholly-owned subsidiary of CCT Telecom which in turn is the controlling shareholder of CCT Tech. I am employed by a subsidiary of CCT Tech, which in turn is a fellow subsidiary of Manistar. Save for the above relationship, I do not have any relationship with any directors, senior management and substantial shareholders of the Company.
- (f) I do not have any interest in the shares of the Company.
- (g) Director's emoluments: to be determined by the board of directors of the Company from time to time.
- (h) I do not have any information to disclose pursuant to Rule 17.50(2)(h) of the GEM Listing Rules.

- (i) I do not have any information to disclose pursuant to Rule 17.50(2)(i) of the GEM Listing Rules.
- (j) I do not have any information to disclose pursuant to Rule 17.50(2)(j) of the GEM Listing Rules.
- (k) I do not have any information to disclose pursuant to Rule 17.50(2)(k) of the GEM Listing Rules.
- (l) I do not have any information to disclose pursuant to Rule 17.50(2)(l) of the GEM Listing Rules.
- (m) I do not have any information to disclose pursuant to Rule 17.50(2)(m) of the GEM Listing Rules.
- (n) I do not have any information to disclose pursuant to Rule 17.50(2)(n) of the GEM Listing Rules.
- (o) I do not have any information to disclose pursuant to Rule 17.50(2)(o) of the GEM Listing Rules.
- (p) I do not have any information to disclose pursuant to Rule 17.50(2)(p) of the GEM Listing Rules.
- (q) I do not have any information to disclose pursuant to Rule 17.50(2)(q) of the GEM Listing Rules.
- (r) I do not have any information to disclose pursuant to Rule 17.50(2)(r) of the GEM Listing Rules.
- (s) I do not have any information to disclose pursuant to Rule 17.50(2)(s) of the GEM Listing Rules.
- (t) I do not have any information to disclose pursuant to Rule 17.50(2)(t) of the GEM Listing Rules.
- (u) I do not have any information to disclose pursuant to Rule 17.50(2)(u) of the GEM Listing Rules.
- (v) I do not have any information to disclose pursuant to Rule 17.50(2)(v) of the GEM Listing Rules.
- (w) I do not have any information to disclose pursuant to Rule 17.50(2)(w) of the GEM Listing Rules.

I certify the information disclosed above about me is true and complete.

  
\_\_\_\_\_  
NG, Yin Fun Elaine  
21 June 2013

## Mr. Leung Ho Yin, Henry

Information and biographical details as required under Rule 17.50(2) of the GEM Listing Rules for election of Mr. LEUNG Ho Yin Henry as an executive director of Merdeka Resources Holdings Limited (the “Company”) in the same order of the paragraphs listed in Rule 17.50(2)

- (a) Full name: LEUNG, Ho Yin Henry
- (b) Position with the Group:  
Currently I do not hold any position with the Company or any subsidiaries of the Company.
- (c) Experience:  
I have over 13 years of experience in the legal and financial industries. I am a solicitor qualified to practise in Hong Kong. While I was in private practice, I was involved in a number of IPOs and advised my clients on corporate finance matters. Thereafter, I began my in-house career as a legal advisor in a number of listed companies. I hold the position of General Counsel of CCT Telecom Holdings Limited (“CCT Telecom”). The shares of CCT Telecom are listed on the Main Board of the Stock Exchange. I graduated from the Chinese University of Hong Kong with a Bachelor of Arts Degree and the University of Hong Kong with a Bachelor of Laws Degree.
- (d) The proposed length of service with the Company is three years, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company.
- (e) Manistar Enterprises Limited (“Manistar”), a substantial shareholder of the Company, is an indirect wholly-owned subsidiary of CCT Telecom. I am employed by a subsidiary of CCT Telecom, which in turn is a fellow subsidiary of Manistar. Save for the above relationship, I do not have any relationship with any directors, senior management and substantial shareholders of the Company.
- (f) I do not hold any interest in shares of the Company.
- (g) Director’s emoluments: to be determined by the board of directors of the Company.
- (h) I do not have any information to disclose pursuant to Rule 17.50(2)(h) of the GEM Listing Rules.
- (i) I do not have any information to disclose pursuant to Rule 17.50(2)(i) of the GEM Listing Rules.
- (j) I do not have any information to disclose pursuant to Rule 17.50(2)(j) of the GEM Listing Rules.
- (k) I do not have any information to disclose pursuant to Rule 17.50(2)(k) of the GEM Listing Rules.
- (l) I do not have any information to disclose pursuant to Rule 17.50(2)(l) of the

GEM Listing Rules.

- (m) I do not have any information to disclose pursuant to Rule 17.50(2)(m) of the GEM Listing Rules.
- (n) I do not have any information to disclose pursuant to Rule 17.50(2)(n) of the GEM Listing Rules.
- (o) I do not have any information to disclose pursuant to Rule 17.50(2)(o) of the GEM Listing Rules.
- (p) I do not have any information to disclose pursuant to Rule 17.50(2)(p) of the GEM Listing Rules.
- (q) I do not have any information to disclose pursuant to Rule 17.50(2)(q) of the GEM Listing Rules.
- (r) I do not have any information to disclose pursuant to Rule 17.50(2)(r) of the GEM Listing Rules.
- (s) I do not have any information to disclose pursuant to Rule 17.50(2)(s) of the GEM Listing Rules.
- (t) I do not have any information to disclose pursuant to Rule 17.50(2)(t) of the GEM Listing Rules.
- (u) I do not have any information to disclose pursuant to Rule 17.50(2)(u) of the GEM Listing Rules.
- (v) I do not have any information to disclose pursuant to Rule 17.50(2)(v) of the GEM Listing Rules.
- (w) I do not have any information to disclose pursuant to Rule 17.50(2)(w) of the GEM Listing Rules.

I certify the information disclosed above about me is true and complete.



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LEUNG, Ho Yin Henry

21 June 2013

## AMENDMENTS TO ARTICLES OF ASSOCIATION

In light of the recent amendments to the GEM Listing Rules, the Directors propose to amend the Articles of Association so as to bring the constitutions of the Company in line with current amendments of the GEM Listing Rules.

The effects of the proposed amendments to the Articles of Association are summarised as follows:

- (a) introducing new code provision in the “Code on Corporate Governance Practices” regarding the length of notice of general meetings (Articles 2(1) and 59(1));
- (b) allowing the Company to give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company (Article 3(3));
- (c) aligning the requirement of the GEM Listing Rules that a director may be removed at any time by ordinary resolution of the Shareholders (Article 86(5));
- (d) providing shareholders individually or collectively holding not less than 5% of the paid up capital of the Company to propose a person for election as director of the Company in general meeting by notice (Article 88);
- (e) providing all resolutions at general meetings of the Company to be decided on a poll (Articles 10, 66-70, 73, 75(1), 80-82 and 84(2));
- (f) inserting the provisions that the particulars of resolutions must be included in the notice of general meetings (Article 59(2));
- (g) aligning the requirement of the GEM Listing Rules that the audited accounts shall be sent to Shareholders at the same time as the notice of annual general meeting (Article 152); and
- (h) aligning the requirement of the GEM Listing Rules on the corporate communication by electronic means (Articles 159 and 160).

Details of the proposed amendments to the Articles of Association are set out as follows:

**(A) Article 2(1)**

- (i) The following new definition of “business day” be inserted after the definition of “Board” or “Directors” in Article 2(1):

““business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.”

- (ii) It is proposed that the existing definition of “Ordinary resolution” be deleted in its entirety and be substituted by the following new definition of “Ordinary resolution”

““Ordinary resolution” a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59.”

- (iii) It is proposed that the existing definition of “Special Resolution” be deleted in its entirety and be substituted by the following new definition of “Special Resolution”:

““Special Resolution” a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59; a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles or the Statutes.”

- (iv) The following new definition of “substantial shareholders” be inserted after the definition of “Special Resolution” in Article 2(1):

““Substantial  
Shareholder”

means a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.”

**(B) Article 3(3)**

It is proposed that the existing Article 3(3) be deleted in its entirety and be substituted by the following new Article 3(3):

“3. (3) Subject to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.”

**(C) Article 10**

It is proposed that:

- (i) the word “and” be added after the semi-colon in the last line of the existing Article 10(a);
- (ii) the word “on a poll” be deleted after the words “every holder of shares of the class shall be entitled” in the existing Article 10(b);
- (iii) the word and punctuation “; and” be deleted after the words “such share held by him” in the existing Article 10(b) and a full stop thereafter be inserted; and
- (iv) the existing Article 10(c) be deleted in its entirety and replacing it with the words “intentionally deleted”.



**(D) Article 59**

- (i) It is proposed that the existing Article 59(1) be deleted in its entirety and be substituted by the following new Article 59(1):

“59. (1)

An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days or twenty (20) clear business days (whichever is longer) and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days or ten (10) clear business days (whichever is longer). All other extraordinary general meetings may be called by Notice of not less than fourteen (14) clear day or ten (10) clear business days (whichever is longer) but if permitted by the rules of the Designated Stock Exchange and Subject to the Law or Statutes, a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.”

- (ii) It is proposed that the words “and particulars of resolutions to be considered at the meeting” be inserted after the words “place of the meeting” in the existing Article 59(2).



**(E) Article 66**

It is proposed that the existing Article 66 be deleted in its entirety and be substituted by the following new Article 66:

- “66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.
- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or

- (b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
- (c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member."

**(F) Article 67**

It is proposed that the existing Article 67 be deleted entirely and be substituted by the following new Article 67:

"67

Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange."

**(G) Article 68**

It is proposed that the existing Article 68 be deleted in its entirety and replacing it with the word “intentionally deleted”.

**(H) Article 69**

It is proposed that the existing Article 69 be deleted in its entirety and replacing it with the word “intentionally deleted”.

**(I) Article 70**

It is proposed that the existing Article 70 be deleted in its entirety and replacing it with the word “intentionally deleted”.

**(J) Article 73**

It is proposed that the words and punctuation “whether on a show of hands or on a poll,” be deleted after the words “an equality of votes,” in the existing Article 73.

**(K) Article 75(1)**

It is proposed that:

- (i) the words and punctuation “whether on a show of hands or on a poll,” be deleted after the words “managing their own affairs may vote,” in the existing Article 75(1); and
- (ii) the words “or poll” be deleted after the words “or adjourned meeting” in the existing Article 75(1).



**(P) Article 86(5)**

It is proposed that the words "special resolution" be changed to "ordinary resolution" in the existing Article 86(5).

**(Q) Article 88**

It is proposed that the existing Article 88 be deleted in its entirety and be substituted by the following new Article 88:

"88 No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member or Members (other than the person to be proposed) individually or collectively holding not less than 5 per cent. (5%) of the paid up capital of the Company as at the date of such Notice carrying the right to attend and vote at the meeting for which such notice is given of his/their intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting."

**(R) Article 152**

It is proposed that:

- (i) the word "A" at the beginning of existing Article 152 be deleted and replacing it with the words "Subject to Article 153, a"

**(S) Article 159**

It is proposed that the existing Article 159 be deleted in its entirety and be substituted by the following new Article 159:

“159

Any Notice or document, (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website and giving to the member a notice stating that the notice or other document is available there and containing such other particulars as may be required under the rules of the Designated Stock Exchange (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.”

**(T) Article 160**

It is proposed to add the following new paragraphs after the existing Article 160(b):

- “(c) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company’s website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member or if later, the date on which such Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange) first appears on the website;
- (d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.”

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of a special resolution to be proposed at the EGM.

# 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)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Merdeka Resources Holdings Limited (the “Company”) will be held on Friday, 16 August 2013 at 11:00 a.m. at Jasmine Room, 3/F., Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong for the purposes of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary and special resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. “**THAT** Ms. Ng Yin Fun, Elaine be and is hereby appointed as an executive director of the Company with immediate effect.”
2. “**THAT** Mr. Leung Ho Yin, Henry be and is hereby appointed as an executive director of the Company with immediate effect.”

#### SPECIAL RESOLUTIONS

3. “**THAT**, subject to and conditional upon (i) the GEM Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the New Shares (as defined below) in issue (or to be issued); (ii) approval by the Grand Court of the Cayman Islands (the “Court”) of the Capital Reduction (as defined below); (iii) registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Capital Reduction and the minutes approved by the Court containing the particulars required under the Companies Law of the Cayman Islands in respect of the Capital Reduction and compliance with any conditions as may be imposed by the Court in relation to the Capital Reduction, upon the date (the “Effective Date”) on which the aforesaid conditions are fulfilled:
  - (A) the issued and paid up share capital of the Company be reduced by reducing the par value of each issued Share of the Company on the Effective Date from HK\$0.40 each to HK\$0.01 each by cancelling the paid-up capital to the extent of HK\$0.39 per issued Share (the “Capital Reduction”), so that following such reduction (i) each issued Share with a par value of HK\$0.40 in the share capital of the Company shall be treated as one fully paid-up share with a par value of HK\$0.01 each in the share capital of the Company (the “New Share”) and any liability of the holders of such Shares to make any further contribution to the

\* For identification purpose only



## NOTICE OF EGM

capital of the Company on each such share shall be treated as satisfied; and (ii) that the amount of the issued share capital of the Company thereby cancelled be made available for issue of new shares of the Company so that the authorized share capital of the Company of HK\$200,000,000 remain unchanged on the Effective Date;

- (B) the credit arising from the Capital Reduction be transferred to the distributable reserve account of the Company which may be utilised by the directors of the Company in accordance with the articles of association of the Company and all applicable laws;
  - (C) immediately following the Capital Reduction, each of the authorized but unissued shares with a par value of HK\$0.40 each in the share capital of the Company shall be sub-divided into 40 unissued New Shares with a par value of HK\$0.01 each in the share capital of the Company (the "Sub-division");
  - (D) all of the New Shares resulting from the Capital Reduction and the Sub-division shall rank pari passu in all respects and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum and articles of association of the Company; and
  - (E) the directors and the secretary of the Company be and are hereby authorized generally to do all things and sign all documents which they may consider appropriate and desirable to effect and implement the Capital Reduction, application of the credit arising from the Capital Reduction, and the Sub-division."
4. (A) "THAT the Articles of Association of the Company (the "Articles of Association") relating to shareholders of the Company including Articles 59, 66, 67, 68, 69, 70, 73, 75(1), 80, 81, 82 and 84(2) be amended in the manner as set out in Appendix II to the circular of the Company dated 24 July 2013."
- (B) "THAT the Articles of Association relating to directors of the Company including Article 88 be amended in the manner as set out in Appendix II to the circular of the Company dated 24 July 2013."
- (C) "THAT the Articles of Association relating to Article 86(5) be amended in the manner as set out in Appendix II to the circular of the Company dated 24 July 2013."
- (D) "THAT the Articles of Association relating to minor housekeeping amendments including Articles 2(1), 3(3), 10, 152, 159 and 160 be amended in the manner as set out in Appendix II to the circular of the Company dated 24 July 2013."

## NOTICE OF EGM

- (E) “**THAT** subject to the passing of all the special resolutions numbered 4(A) to 4(D) as set out in the notice convening this meeting, an amended and restated Articles of Association which consolidates all of the proposed amendments referred to in the special resolutions numbered 4(A) to 4(D) and all previous amendments made pursuant to resolutions passed by the shareholders of the Company at general meetings, a copy of which is produced to the meeting and marked ‘A’ and initialed by the chairman of this meeting for the purpose of identification, be and is hereby adopted as the amended and restated Articles of Association in substitution for and to the exclusion of the existing Articles of Association with immediate effect.”

By the Order of the Board  
**Merdeka Resources Holdings Limited**  
**Mr. Cheung Wai Yin, Wilson**  
*Chairman and Chief Executive Officer*

Hong Kong, 24 July 2013

*Head Office and Principal Place of  
Business in Hong Kong:*  
Room 1502, Chinachem Century Tower  
178 Gloucester Road  
Wanchai, Hong Kong

*Registered Office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands  
British West Indies

*Notes:*

1. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the share register of the Company in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of the Articles of Association of the Company be deemed joint holders thereof.
2. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
3. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

## NOTICE OF EGM

4. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the extraordinary general meeting or adjourned meeting.
5. All voting by the members at the Meeting shall be conducted by way of poll.