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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)

APPOINTMENT OF DIRECTORS

AND

APPOINTMENT OF COMMITTEE MEMBERS

AND

REDESIGNATION OF DIRECTOR

The Board announces that Mr. Ng and Mr. Yip were appointed as independent non-executive directors of the Company with effect from 26 July 2013 and they were also appointed as members of the nomination committee, members of the remuneration committee and as members of the audit committee of the Company with effect from 26 July 2013.

The Board further announces that Mr. Lau has been appointed as the managing director of the Company with effect from 26 July 2013 and accordingly has been redesignated from an executive director, member of the nomination committee, member of remuneration committee, and as a director of the relevant subsidiaries of the Company to as an executive director, managing director, member of the nomination committee, member of remuneration committee, and as a director of the relevant subsidiaries of the Company with effect from 26 July 2013.

** for identification purposes only*

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE COMPANY AND APPOINTMENT OF COMMITTEE MEMBERS

The board of directors (the “Board”) of Merdeka Resources Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) announces that Mr. Ng Kay Kwok (“Mr. Ng”) and Mr. Yip Kat Kong, Kenneth (“Mr. Yip”) were appointed as independent non-executive directors of the Company with effect from 26 July 2013 and they were also appointed as members of the nomination committee, members of the remuneration committee and as members of the audit committee of the Company with effect from 26 July 2013.

Mr. Ng Kay Kwok, aged 51, graduated from the Australian National University with a Bachelor’s Degree in Economics and obtained a Graduate Diploma in Accounting from Macquarie University. He is a member of CPA Australia and has extensive experience in accounting and financial management. In addition, Mr. Ng was an executive director and the chief executive officer of M Dream Inworld Limited (“M Dream”), a company listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), from 9 July 2010 to 31 May 2011 and from 29 May 2012 to 24 May 2013, was also the company secretary of M Dream from 1 January 2007 to 31 May 2011.

Mr. Ng is currently an independent non-executive director, the chairman of the audit committee, a member of the nomination committee and the remuneration committee of China Fortune Financial Group Limited, a company whose issued shares are listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Ng did not hold any directorship in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not hold any other positions with the Company and/or its subsidiaries.

Mr. Ng has accepted a letter of appointment from the Company for a term of one year commencing from 26 July 2013. Mr. Ng’s appointment is 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. Mr. Ng is entitled to a remuneration of HK\$120,000 per annum which is determined after arm’s length negotiation between the parties. The letter of appointment has been reviewed by the remuneration committee of the Company and was determined by the Board with reference to his individual qualifications, experience, duties and responsibilities as well as prevailing economic situation and market practice.

Mr. Ng does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Ng is not connected with the controlling shareholder, any director, any supervisor or any senior management member or substantial shareholder of the Company.

Save as disclosed herein, the Board is not aware of any information which is discloseable in relation to the above appointment of Mr. Ng as an independent non-executive director of the Company nor he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under rules 17.50(2)(h) to 17.50(2)(v) of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (“GEM Listing Rules”) and any other matter that needs to be brought to the attention of the shareholders of the Company.

Mr. Yip Kat Kong, Kenneth, aged 50, is the founder and chairman of Great China Capital Group Limited and Greater China Corporation Consultants Limited, both specialize in company restructuring, listing, portfolio investment and merger and acquisition. He has over 30 years of experience in the accounting profession and, coupled with his hands-on experience and expertise in different industries, has been engaged in various growing enterprises including those listed on the Stock Exchange to serve as their strategic and business advisor.

Mr. Yip is a member of various business and commercial organizations and societies in both China and Hong Kong, including, a member of Guangdong Huizhou Committee of the Chinese People’s Political Consultative Conference (中國人民政治協商會議廣東省惠州市委員), Executive President of Huizhou Youth Federation of Overseas Chinese (廣東惠州市僑界青年聯合會執行會長), a standing member of Guangdong Federation of Industry & Commerce (廣東省僑聯常務委員), an executive member of Guangdong Federation of Industry & Commerce (廣東省工商業聯合會(總商會)執委), a Director of Guangdong Overseas Friendship Association (廣東海外聯誼會理事) and a member of China Affairs Committee of The Chinese General Chamber of Commerce Hong Kong (香港中華總商會中國內地事務委員).

Save as disclosed above, Mr. Yip did not hold any directorship in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not hold any other positions with the Company and/or its subsidiaries.

Mr. Yip has accepted a letter of appointment from the Company for a term of one year commencing from 26 July 2013. Mr. Yip's appointment is 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. Mr. Yip is entitled to a remuneration of HK\$120,000 per annum which is determined after arm's length negotiation between the parties. The letter of appointment has been reviewed by the remuneration committee of the Company and was determined by the Board with reference to his individual qualifications, experience, duties and responsibilities as well as prevailing economic situation and market practice.

Mr. Yip does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Yip is not connected with the controlling shareholder, any director, any supervisor or any senior management member or substantial shareholder of the Company.

Save as disclosed herein, the Board is not aware of any information which is discloseable in relation to the above appointment of Mr. Yip as an independent non-executive director of the Company nor he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and any other matter that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Mr. Ng and Mr. Yip in joining the Company and the Group.

REDESIGNATION OF DIRECTOR

Mr. Lau Chi Yan, Pierre ("Mr. Lau") has been appointed as the managing director of the Company with effect from 26 July 2013 and accordingly has been redesignated from an executive director, member of the nomination committee, member of remuneration committee, and as a director of the relevant subsidiaries of the Company to as an executive

director, managing director, member of the nomination committee, member of remuneration committee, and as a director of the relevant subsidiaries of the Company with effect from 26 July 2013.

Mr. Lau Chi Yan, Pierre, aged 37, is the executive director of Dejin Resources Group Company Limited, a company listed in Hong Kong. Mr. Lau has over 13 years of experience in the field of information system, operational system and general management. Mr. Lau holds an Executive Master Degree of Business Administration in General Management from University of Hull, the United Kingdom and a Bachelor of Science degree in Computer Science from University of Calgary, Canada. Besides, Mr. Lau is a member of Guangdong Huizhou Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議廣東省惠州市委員).

Save as disclosed above, Mr. Lau did not hold any directorship in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not hold any other positions with the Company and/or its subsidiaries.

Mr. Lau has entered into a director's service contract with the Company for a term of two years commencing from 24 August 2012 and would continue thereafter until terminated by either party. Mr. Lau's appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Lau's basic salary was adjusted to approximately HK\$600,000 per annum which is determined after arm's length negotiation between the parties plus a discretionary bonus to be determined by the Board from time to time. The service contract as well as the adjustment on the basic salary have been reviewed by the remuneration committee of the Company and was determined by the Board with reference to his individual qualifications, experience, duties and responsibilities and contribution to the Company and the Group as well as prevailing economic situation and market practice.

Mr. Lau is not connected with the controlling shareholder, any director, any supervisor or any senior management member or substantial shareholder of the Company.

As at the date of this announcement, Mr. Lau has personal interests in 2,125,000 shares, representing approximately 0.62% of the entire issued share capital of the Company. Save as disclosed above, Mr. Lau does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which should be disclosed under Rule 17.50(2)(h) to (v) of the GEM Listing Rules. Save as disclosed above, there is no information which should be disclosed nor is/was Mr. Lau involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 17.50(2) of the GEM Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

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

Hong Kong, 26 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 (*Managing Director*)
Mr. Ma Hang Kon, Louis

Non-executive Director:

Mr. Wong Chi Man

Independent Non-executive Directors:

Ms. Yeung Mo Sheung, Ann
Mr. Ng Kay Kwok
Mr. Yip Kat Kong, Kenneth

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>.