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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 EXTRAORDINARY GENERAL MEETING HELD ON 16 AUGUST 2013 AT 11:00 A.M.

The Board announces that the ordinary resolutions numbered 1 and 2 and the special resolutions numbered 4(A) to 4(E) set out in the EGM Notice were not duly passed by the Shareholders while the special resolution numbered 3 set out in the EGM Notice was passed by the Shareholders by way of poll at the EGM held on 16 August 2013 at 11:00 a.m..

POLL RESULTS AT THE EXTRAORDINARY GENERAL MEETING

Reference is made to the circular (the “Circular”) of Merdeka Resources Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) containing, among others, a notice of extraordinary general meeting of the Company to be held on 16 August 2013 (the “EGM”) both dated 24 July 2013. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular and the notice of the EGM (the “EGM Notice”).

The Board is pleased to announce that all the resolutions proposed were voted by the Shareholders by way of poll at the EGM held on 16 August 2013.

As at the date of the EGM, the number of issued shares of the Company was 340,850,215 shares, which was the total number of shares entitling the holders to attend and vote for or against all resolutions at the EGM. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the EGM.

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

* *For identification purpose only*

The poll results are set out as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To elect Ms. Ng Yin Fun, Elaine as executive director of the Company	34,056,601 (15.492%)	185,772,990 (84.508%)
2.	To elect Mr. Leung Ho Yin, Henry as executive director of the Company	34,056,601 (15.492%)	185,772,990 (84.508%)
Special Resolutions			
3.	To pass the special resolution no. 3 set out in the notice of the Extraordinary General Meeting in respect of the Capital Reduction and the Sub-division	183,647,990 (83.541%)	36,181,601 (16.459%)
4(A).	To approve the amendments to 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) in the manner as set out in Appendix II to the circular of the Company dated 24 July 2013	119,230,101 (54.238%)	100,599,490 (45.762%)
4(B).	To approve the amendments to the Articles of Association relating to directors of the Company including Articles 88 in the manner as set out in Appendix II to the circular of the Company dated 24 July 2013	83,048,500 (37.779%)	136,781,091 (62.221%)
4(C).	To approve the amendments to the Articles of Association relating to Article 86(5) in the manner as set out in Appendix II to the circular of the Company dated 24 July 2013	97,105,101 (44.173%)	122,724,490 (55.827%)
4(D).	To approve the amendments to the Articles of Association relating to minor housekeeping amendments including Articles 2(1), 3(3), 10, 152, 159 and 160 in the manner as set out in Appendix II to the circular of the Company dated 24 July 2013	85,173,500 (38.745%)	134,656,091 (61.255%)
4(E).	To approve the adoption of the amended and restated Articles of Association of the Company incorporating the amendments as set out in special resolutions no.4(A) to 4(D) above	85,173,500 (38.745%)	134,656,091 (61.255%)

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

As less than 50% of the votes were cast in favour of the ordinary resolutions numbered 1 and 2 proposed at the EGM, they were not duly passed while less than 75% of the votes were cast in favour of the special resolutions numbered 4(A) to 4(E) proposed at the EGM, they were not duly passed. As more than 75% of the votes were cast in favour of the special resolution numbered 3 proposed at the EGM, it was duly passed.

CAPITAL REDUCTION AND SUB-DIVISION

As a result, the events set forth in the timetable in respect of the Capital Reduction and Sub-division on page 10 of the Circular will be carried out as scheduled accordingly. The colour of the new share certificates for the New Shares relating to the Capital Reduction and Sub-division will be purple.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

As all the special resolutions numbered 4(A) to 4(E) as set out in the EGM Notice was not passed by the Shareholders, the amendment of Articles of Association of the Company will thus not be carried out accordingly. The Company will review again the Articles of Association and will seek to put forth other resolution(s) to be voted by its Shareholders in other general meeting to adopt an amended and restated Articles of Association that is in line with current amendments of the GEM Listing Rules and 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, 16 August 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>.