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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)**

### **PLACING OF NEW SHARES UNDER GENERAL MANDATE AND PLACING OF NEW SHARES UNDER SPECIFIC MANDATE**

**Placing Agent**



#### **THE GM PLACING**

After trading hours on 6 December 2013, the Company and the Placing Agent entered into the GM Placing Agreement pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best endeavour basis, up to 45,000,000 GM Placing Shares, to not less than six Placees who and whose ultimate beneficial owners are Independent Third Parties at a price of HK\$0.156 per GM Placing Share. The GM Placing Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the AGM held on 28 June 2013.

\* *for identification purposes only*

The maximum number of 45,000,000 GM Placing Shares represent (i) approximately 13.20% of the existing issued share capital of the Company as at the date of this announcement; (ii) approximately 11.66% of the existing issued share capital of the Company as enlarged by the GM Placing (assuming only the GM Placing is completed in full); and (iii) approximately 8.40% of the existing issued share capital of the Company as enlarged by the GM Placing and the SM Placing (assuming both the GM Placing and the SM Placing are completed in full). The aggregate nominal value of the GM Placing Shares under the GM Placing (assuming the GM Placing is completed in full) will be HK\$450,000.

Assuming all the GM Placing Shares to be placed under the GM Placing Agreement have been placed, the maximum gross proceeds from the GM Placing will be approximately HK\$7.02 million and the maximum net proceeds will be approximately HK\$6.58 million (after deduction of commission and other expenses of the GM Placing). It is expected that the entire net proceeds from the GM Placing will be applied to the expansions of the trading business and the information technology business, including but not limited to the exploration of the opportunities in investing in and/or developing online games, mobile games and financial services related software, as well as for strengthening the general working capital base of the Company. As disclosed in the Company's quarterly results for the nine months ended 30 September 2013, the Group, besides actively expands into the trading of dispensary-related products to increase the variety of products for trading business, strives to complete the proposed acquisition of Ever Hero Group and leveraging on its reputation and experiences in online games as a new business opportunity. As such, the applications of such net proceeds are in line with the Group's business development plans.

#### **THE SM PLACING**

After trading hours on 6 December 2013, the Company and the Placing Agent also entered into the SM Placing Agreement pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best endeavour basis, up to 150,000,000 SM Placing Shares, to not less than six Placees who and whose beneficial owners are Independent Third Parties at a price of HK\$0.156 per SM Placing Share. The SM Placing Shares will be allotted and issued pursuant to the Specific Mandate be obtained at the EGM.

The maximum number of 150,000,000 SM Placing Shares represent (i) approximately 44.01% of the existing issued share capital of the Company as at the date of this announcement; (ii) approximately 30.56% of the existing issued share capital of the Company as enlarged by the SM Placing (assuming only the SM Placing is completed in full); and (iii) approximately 27.99% of the existing issued share capital of the Company as enlarged by the GM Placing and the SM Placing (assuming both the GM Placing and the SM Placing are completed in full). The aggregate nominal value of the SM Placing Shares under the SM Placing (assuming the SM Placing is completed in full) will be HK\$1,500,000.

Assuming all the SM Placing Shares have been placed under the SM Placing Agreement, the maximum gross proceeds from the SM Placing will be approximately HK\$23.40 million and the maximum net proceeds will be approximately HK\$22.55 million (after deduction of commission and other expenses of the SM Placing). It is expected that the entire net proceeds from the SM Placing will be applied to the expansions of the trading business and the information technology business, including but not limited to the exploration of the opportunities in investing in and/or developing online games, mobile games and financial services related software, as well as for strengthening the general working capital base of the Company. As disclosed in the Company's quarterly results for the nine months ended 30 September 2013, the Group, besides actively expands into the trading of dispensary-related products to increase the variety of products for trading business, strives to complete the proposed acquisition of Ever Hero Group and leveraging on its reputation and experiences in online games as a new business opportunity. As such, the applications of such net proceeds are in line with the Group's business development plans.

## **GENERAL**

The maximum number of 195,000,000 Placing Shares to be placed under the GM Placing and the SM Placing represent (i) approximately 57.20% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 36.39% of the existing issued share capital of the Company as enlarged by the GM Placing and the SM Placing (assuming both the GM Placing and the SM Placing are completed in full). The aggregate nominal value of the Placing Shares under the GM Placing and the SM Placing (assuming both the GM Placing and the SM Placing are completed in full) will be HK\$1,950,000.

The Placing Price of HK\$0.156 per Placing Share was determined after arm's length negotiations between the Company and the Placing Agent and represents: (i) a discount of approximately 19.50% to the closing price of HK\$0.195 per Share as quoted on the Stock Exchange on the date of the Placing Agreements; and (ii) a discount of approximately 19.17% over the average closing price of HK\$0.193 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the date of the Placing Agreements.

Applications will be made to the Stock Exchange for the Listing of, and permission to deal in, the GM Placing Shares and the SM Placing Shares respectively.

**Since completion of each of the GM Placing and the SM Placing is subject to the fulfilment of the condition(s) as set out in the GM Placing Agreement and the SM Placing Agreement respectively, each of the GM Placing and the SM Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

**The GM Placing and the SM Placing are not inter-conditional.**

No Shareholders' approval is necessary for the GM Placing while the SM Placing is subject to the Shareholders' approval. The EGM will be convened and held for the purposes of considering and, if thought fit, approving the SM Placing and granting the Specific Mandate to allot and issue the SM Placing Shares proposed to be placed pursuant to the SM Placing Agreement. To the best knowledge of the Directors, no Shareholder is required to abstain from voting at the EGM in respect of the resolution(s) relating to the SM Placing and the Specific Mandate.

A circular containing, among other things, (i) further details of the SM Placing; and (ii) a notice convening the EGM will be despatched to the Shareholders as soon as practicable in accordance with the GEM Listing Rules.

## **THE PLACING AGREEMENTS**

### **(A) GM PLACING AGREEMENT**

**Date:**

6 December 2013

**Issuer:**

The Company

**Placing Agent:**

CNI Securities Group Limited

The Placing Agent has conditionally agreed to place up to 45,000,000 GM Placing Shares, on a best endeavour basis, to the Placees. The Placing Agent will receive a placing commission of 2.5% of the aggregate Placing Price of the GM Placing Shares actually placed by or on behalf of the Placing Agent on behalf of the Company in pursuance of its obligations under the GM Placing Agreement. Such placing commission was arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market condition.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

**Placees:**

The GM Placing Shares are to be placed to not less than six Placees, who and whose ultimate beneficial owners, shall be Independent Third Parties. The Placing Agent undertook that none of the Placees would, immediately upon completion of the GM Placing, become a substantial shareholder (within the meaning of the GEM Listing Rules) of the Company. If any of the Placees becomes a new substantial shareholder of the Company after the completion of the GM Placing, further announcement will be made by the Company.

**Placing Price:**

The Placing Price of HK\$0.156 per GM Placing Share represents:

- (i) a discount of approximately 19.50% to the closing price of HK\$0.195 per Share as quoted on the Stock Exchange on the date of the GM Placing Agreement; and
- (ii) a discount of approximately 19.17% over the average closing price of HK\$0.193 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the date of the GM Placing Agreement.

The Placing Price was determined after arm's length negotiation between the Company and the Placing Agent with reference to, among other matters, the prevailing market prices of the Shares and the capital requirement for the future development of the Group.

The Directors consider that the terms of the GM Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

Assuming all the GM Placing Shares to be placed under the GM Placing Agreement have been placed, the maximum gross proceeds from the GM Placing will be approximately HK\$7.02 million and the maximum net proceeds will be approximately HK\$6.58 million (after deduction of commission and other expenses of the GM Placing). On such basis, the net issue price will be approximately HK\$0.146 per GM Placing Share.

#### **GM Placing Shares:**

The maximum number of 45,000,000 GM Placing Shares represent (i) approximately 13.20% of the existing issued share capital of the Company as at the date of this announcement; (ii) approximately 11.66% of the existing issued share capital of the Company as enlarged by the GM Placing (assuming only the GM Placing is completed in full); and (iii) approximately 8.40% of the existing issued share capital of the Company as enlarged by the GM Placing and the SM Placing (assuming both the GM Placing and the SM Placing are completed in full). The aggregate nominal value of the GM Placing Shares under the GM Placing (assuming the GM Placing is completed in full) will be HK\$450,000.

#### **Ranking:**

The GM Placing Shares will rank, upon issue, pari passu in all respects with the Shares in issue as at the date of allotment and issue of the GM Placing Shares.

#### **Conditions of the GM Placing:**

Completion of the GM Placing is conditional upon the Listing Division of the Stock Exchange granting the listing of, and permission to deal in, the GM Placing Shares to be placed pursuant to the GM Placing Agreement on or before 6 January 2014 or such later date as the Company and the Placing Agent may agree in writing ("GM Long Stop Date").

If the above condition is not satisfied on or before the GM Long Stop Date, the obligations of the Placing Agent and of the Company under the GM Placing Agreement shall cease and determine and none of the Placing Agent or the Company shall have any claim against the other in relation to the GM Placing Agreement (save in respect of any antecedent breaches of any obligation thereunder).

**Completion:**

Completion of the GM Placing shall take place on the third Business Day after the fulfilment of the above condition or on such other date as the Company and the Placing Agent may agree in writing. The Company will try its best endeavour to complete the GM Placing within 14 days from the signing of the GM Placing Agreement.

**Mandate to allot and issue the GM Placing Shares:**

The GM Placing Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the AGM held on 28 June 2013. Under the General Mandate, the Company is authorised to issue up to 45,835,745 Shares until the revoke, variation or expiration of the General Mandate. The Company has not exercised the power to allot and issue any new Shares pursuant to the General Mandate prior to the date of the GM Placing Agreement.

The allotment and issue of the GM Placing Shares is not subject to the Shareholders' approval.

**Force majeure:**

The Placing Agent reserves its right to terminate the GM Placing Agreement by notice in writing prior to 8:00 a.m. on the date of completion of the GM Placing if, in the reasonable opinion of the Placing Agent, after consultation with the Company:

- (1) there is any change in national, international, financial, exchange control, political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the GM Placing; or
- (2) there is any breach of the warranties, representations and undertakings given by the Company in the GM Placing Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the GM Placing; or

- (3) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the GM Placing or makes it inadvisable or inexpedient for the GM Placing to proceed; or
- (4) any statement contained in all announcements, circulars, interim and annual reports issued by the Company to the Stock Exchange and/or the Shareholders since the publication of the announcement of the Company relating to the annual results of the Company for the year ended 31 December 2012 has become or been discovered to be untrue, incorrect or misleading in any material respect which in the opinion of the Placing Agent would be materially adverse in the consummation of the GM Placing.

The Directors are not aware of the occurrence of any of such events as at the date of this announcement.

## **(B) SM PLACING AGREEMENT**

### **Date:**

6 December 2013

### **Issuer:**

The Company

### **Placing Agent:**

CNI Securities Group Limited

The Placing Agent has conditionally agreed to place up to 150,000,000 SM Placing Shares, on a best endeavour basis, to the Placees. The Placing Agent will receive a placing commission of 2.5% of the aggregate Placing Price of the SM Placing Shares actually placed by or on behalf of the Placing Agent on behalf of the Company in pursuance of its obligations under the SM Placing Agreement. Such placing commission was arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market condition.



To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

**Placees:**

The SM Placing Shares are to be placed to not less than six Placees, who and whose ultimate beneficial owners, shall be Independent Third Parties. The Placing Agent undertook that none of the Placees would, immediately upon completion of the SM Placing, become a substantial shareholder (within the meaning of the GEM Listing Rules) of the Company. If any of the Placees becomes a new substantial shareholder of the Company after the completion of the SM Placing, further announcement will be made by the Company.

**Placing Price:**

The Placing Price per SM Placing Share is the same as the Placing Price per GM Placing Share. Please refer to the paragraph headed "(A) GM Placing Agreement – Placing Price" above for an analysis of the placing price.

The Directors consider that the terms of the SM Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

Assuming all the SM Placing Shares have been placed, the maximum gross proceeds from the SM Placing will be approximately HK\$23.40 million and the maximum net proceeds will be approximately HK\$22.55 million (after deduction of commission and other expenses of the SM Placing). On such basis, the net issue price will be approximately HK\$0.150 per SM Placing Share.

**SM Placing Shares:**

The maximum number of 150,000,000 SM Placing Shares represent (i) approximately 44.01% of the existing issued share capital of the Company as at the date of this announcement; (ii) approximately 30.56% of the existing issued share capital of the Company as enlarged by the SM Placing (assuming only the SM Placing is completed in full); and (iii) approximately 27.99% of the existing issued share capital of the Company as enlarged by the GM Placing and the SM Placing (assuming both the GM Placing and the SM Placing are completed in full). The aggregate nominal value of the SM Placing Shares under the SM Placing (assuming the SM Placing is completed in full) will be HK\$1,500,000.

**Ranking:**

The SM Placing Shares will rank, upon issue, pari passu in all respects with the Shares in issue as at the date of allotment and issue of the SM Placing Shares.

**Conditions of the SM Placing:**

Completion of the SM Placing is conditional upon:

- (i) the Listing Division of the Stock Exchange granting the listing of, and permission to deal in, all of the SM Placing Shares to be placed pursuant to the SM Placing Agreement; and
- (ii) the Specific Mandate being obtained at the EGM.

Each of the Company and the Placing Agent shall use their respective best endeavours to procure satisfaction of the above conditions prior to 4:00 p.m. on the date falling on 1 month after the EGM or such other date as the Company and the Placing Agent may agree in writing (“SM Long Stop Date”). If the above conditions shall not be satisfied prior to 4.00 p.m. on the SM Long Stop Date, all obligations of the Placing Agent and of the Company under the SM Placing Agreement shall cease and determine and none of the Placing Agent or the Company shall have any claim against the other in relation to the SM Placing Agreement (save in respect of any antecedent breaches of any obligation thereunder).

**Completion:**

Completion of the SM Placing shall take place on the third Business Day after the fulfilment of all the above conditions or on such other date as the Company and the Placing Agent may agree in writing. The Company will try its best endeavour to complete the SM Placing within 14 days after the EGM.

**Mandate to issue the SM Placing Shares:**

The SM Placing Shares proposed to be issued under the SM Placing Agreement will be issued pursuant to the Specific Mandate to be obtained at the EGM.

**Force majeure:**

The Placing Agent reserves its right to terminate the SM Placing Agreement by notice in writing to the Company at any time up to 8:00 a.m. on the date of completion of the SM Placing if, in the reasonable opinion of the Placing Agent, after consultation with the Company:

- (1) there is any change in national, international, financial, exchange control, political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the SM Placing; or
- (2) there is any breach of the warranties, representations and undertakings given by the Company in the SM Placing Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the SM Placing; or
- (3) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the SM Placing or makes it inadvisable or inexpedient for the SM Placing to proceed; or
- (4) any statement contained in all announcements, circulars, interim and annual reports issued by the Company to the Stock Exchange and/or the Shareholders since the publication of the announcement of the Company relating to the annual results of the Company for the year ended 31 December 2012 has become or been discovered to be untrue, incorrect or misleading in any material respect which in the opinion of the Placing Agent would be materially adverse in the consummation of the SM Placing.

The Directors are not aware of the occurrence of any of such events as at the date of this announcement.

**Since completion of each the GM Placing and the SM Placing was subject to the fulfilment of the condition(s) as set out in the GM Placing Agreement and the SM Placing Agreement respectively, the GM Placing and/or the SM Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

## **REASONS FOR THE GM PLACING AND THE SM PLACING AND USE OF PROCEEDS**

The Group is engaged in forestry business, plantation business and trading business, including the trading of agricultural-related products and various brands of milk powder products to customers based in Hong Kong.

The Directors are of the view that the GM Placing and the SM Placing can improve the gearing ratio and strengthen the financial position of the Group and provide working capital to the Group to meet any future development and obligations. The GM Placing and the SM Placing also represent good opportunities to broaden the shareholders' base and the capital base of the Company. The Directors consider that each of the GM Placing and the SM Placing is in the interest of the Company and the Shareholders as a whole.

As disclosed above, the maximum net proceeds from the GM Placing are estimated to be approximately HK\$6.58 million and the maximum net proceeds from the SM Placing are estimated to be approximately HK\$22.55 million. It is expected that the entire net proceeds will be applied to the expansions of the trading business and the information technology business, including but not limited to the exploration of the opportunities in investing in and/or developing online games, mobile games and financial services related software, as well as for strengthening the general working capital base of the Company. As disclosed in the Company's quarterly results for the nine months ended 30 September 2013, the Group, besides actively expands into the trading of dispensary-related products to increase the variety of products for trading business, strives to complete the proposed acquisition of Ever Hero Group and leveraging on its reputation and experiences in online games as a new business opportunity. As such, the applications of such net proceeds are in line with the Group's business development plans.

The Company is looking forward to the exploding mobile game market, value of which is growing tremendously with relatively low barriers to entry. Leveraging on the reputation and experience of Ever Hero Group in online and mobile game industry and with the Company's capabilities in relation to the provision of virtualization solutions such as cloud computing and server management by its indirect wholly owned subsidiary, Quasicom Systems Limited, the Company feels that mobile game industry would be a possible business opportunity for the Company to explore.

## FUND RAISING ACTIVITIES OF THE COMPANY DURING THE PAST 12 MONTHS

Apart from the fund raising activity mentioned below, the Company had not conducted any other fund raising activities in the past 12 months immediately preceding the date of this announcement.

<b>Date of announcement</b>	<b>Fund raising activity</b>	<b>Net proceeds (approximately)</b>	<b>Intended use of proceeds</b>	<b>Actual use of proceeds</b>
11 June 2013	Issuing rights shares pursuant to a rights issue on the basis of 2 rights shares for every 5 existing shares held by Shareholders	HK\$34.87 million	For general working capital, including but not limited to development of information technology business and the expansion of the Company's existing trading business	Fully utilised as intended

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquires, the existing shareholding structure of the Company and the effect on the shareholding structure of the Company:

- (i) upon completion of the GM Placing (assuming all the GM Placing Shares are placed in full and there is no other change in the shareholding structure of the Company before the issue of the GM Placing Shares under the GM Placing);
- (ii) upon completion of the SM Placing (assuming all the SM Placing Shares are placed in full and there is no other change in the shareholding structure of the Company before the issue of the SM Placing Shares under the SM Placing); and

(iii) upon completion of the GM Placing and the SM Placing (assuming all the Placing Shares are placed in full and there is no other change in the shareholding structure of the Company before the issue of the Placing Shares under both the GM Placing and the SM Placing) are set out as below:

Shareholders	As at the date of this announcement		(i) Upon completion of the GM Placing		(ii) Upon completion of the SM Placing		(iii) Upon completion of the GM Placing and the SM Placing	
	Number of Approximate Shares	%	Number of Approximate Shares	%	Number of Approximate Shares	%	Number of Approximate Shares	%
Cheung Wai Yin, Wilson (note 1)	52,797,500	15.49	52,797,500	13.68	52,797,500	10.76	52,797,500	9.86
Lau Chi Yan, Pierre (note 2)	2,125,000	0.62	2,125,000	0.55	2,125,000	0.43	2,125,000	0.40
Au Kai To, Karel	20,000,000	5.87	20,000,000	5.18	20,000,000	4.07	20,000,000	3.73
Manistar Enterprises Limited	33,294,101	9.77	33,294,101	8.63	33,294,101	6.78	33,294,101	6.21
The Placees of the GM Placing (note 3)	-	-	45,000,000	11.66	-	-	45,000,000	8.40
The Placees of the SM Placing (note 3)	-	-	-	-	150,000,000	30.56	150,000,000	27.99
Other public Shareholders	232,633,614	68.25	232,633,614	60.30	232,633,614	47.40	232,633,614	43.41
Total	340,850,215	100.00	385,850,215	100.00	490,850,215	100.00	535,850,215	100.00

notes:

1. The interests disclosed includes 52,500,000 Shares held by Ivana, which is wholly owned by Mr. Cheung. The remaining 297,500 Shares are held by Mr. Cheung personally.
2. Mr. Lau Chi Yan, Pierre is a Director.
3. It is a term of the GM Placing Agreement and the SM Placing Agreement that none of the Placees shall become a substantial shareholder of the Company upon the respective completion of the GM Placing and the SM Placing.

## GENERAL

### The GM Placing and the SM Placing are not inter-conditional.

The GM Placing Shares will be issued under the General Mandate and therefore the GM Placing will not be subject to any additional Shareholders' approval.

The SM Placing Shares will be issued under the Specific Mandate to be obtained from the Shareholders and therefore the SM Placing will be subject to the Shareholders' approval. The EGM will be convened and held for the purposes of considering and, if thought fit, approving the SM Placing and granting the Specific Mandate to allot and issue the SM Placing Shares

under the SM Placing. To the best knowledge of the Directors, no Shareholder is required to abstain from voting at the EGM in respect of the resolution(s) relating to the SM Placing and the Specific Mandate.

Applications will be made to the Stock Exchange for the Listing of, and permission to deal in, the GM Placing Shares and the SM Placing Shares respectively.

A circular containing, among other things, (i) further details of the SM Placing; and (ii) a notice convening the EGM will be despatched to the Shareholders as soon as practicable in accordance with the GEM Listing Rules.

## **DEFINITIONS**

Unless otherwise specified, the following terms have the following meanings in this announcement:

“AGM”	the annual general meeting of the Company held on 28 June 2013 at which, among other things, the General Mandate was granted to the Directors
“associates”	has the meaning ascribed to it in the GEM Listing Rules
“Board”	the board of Directors
“Company”	Merdeka Resources Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed to it in the GEM Listing Rules
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, approve, the SM Placing Agreement and the transactions contemplated thereunder including the grant of the Specific Mandate
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

“General Mandate”	the general mandate granted to the Directors at the AGM to allot, issue or otherwise deal with additional Shares
“GM Placing”	the offer by way of private placing of the GM Placing Shares by or on behalf of the Placing Agent to the Placee(s), on a best endeavour basis, on the terms and subject to the conditions set out in the GM Placing Agreement
“GM Placing Agreement”	the conditional placing agreement entered into between the Company and the Placing Agent dated 6 December 2013 in relation to the GM Placing under the General Mandate
“GM Placing Shares”	a maximum of 45,000,000 new Shares to be placed pursuant to the GM Placing Agreement and each a “GM Placing Share”
“Group”	the Company and its subsidiaries
“HK\$”	the Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and any of its connected persons or their respective associates
“Placee(s)”	any individuals, corporate, institutional investors or other investors to be procured by or on behalf of the Placing Agent under the GM Placing or (as the case may be) the SM Placing
“Placing Agent”	CNI Securities Group Limited, a licensed corporation to carry out business in type 1 regulated activity (dealing in securities) and type 2 regulated activity (dealing in futures contracts) under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Placing Agreements”	collectively, the GM Placing Agreement and SM Placing Agreement



“Placing Price”	HK\$0.156 per Placing Share
“Placing Shares”	collectively, the GM Placing Shares and the SM Placing Shares and each a “Placing Share”
“PRC”	the People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“SM Placing”	the proposed offer by way of private placing of the SM Placing Shares by or on behalf of the Placing Agent to the Placee(s), on a best endeavour basis, on the terms and subject to the conditions set out in the SM Placing Agreement
“SM Placing Agreement”	the proposed conditional placing agreement entered into between the Company and the Placing Agent dated 6 December 2013 in relation to the SM Placing under the Specific Mandate
“SM Placing Shares”	a maximum of 150,000,000 new Shares proposed to be placed pursuant to the SM Placing Agreement and each a “SM Placing Share”
“Specific Mandate”	the special mandate to be granted by the Shareholders to the Board at the EGM for the allotment and issue of up to a maximum number of 150,000,000 SM Placing Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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

Hong Kong, 6 December 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*)

*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>.*