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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: 08163)

### **GRANT OF OPTIONS**

This announcement is made by the Company pursuant to rule 23.06A of the GEM Listing Rules.

On 24 January 2011, the Board has resolved to grant a total of 43,000,000 Share Options to the Grantees, subject to acceptance by the Grantees, under the Share Option Scheme.

Each Share Option shall entitle the holder thereof to subscribe for one ordinary Share upon exercise of such Share Option at the Exercise Price.

This announcement is made pursuant to Rule 23.06A of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”)(the “GEM Listing Rules”).

The board of directors (the “Board”) of Merdeka Resources Holdings Limited (the “Company”) announces that the Board has resolved on 24 January 2011 to grant a total of 43,000,000 share options (the “Share Option(s)”) to eligible participants (the “Grantee(s)”) to subscribe for ordinary shares of HK\$0.01 each (the “Shares(s)”) in the share capital of the Company, subject to acceptance of the Grantees, under the share option scheme adopted by the Company on 20 February 2002 which became effective on 7 March 2002 (the “Share Option Scheme”). The following are the details of the Share Options granted:

*\* for identification purposes only*

Date of grant	: 24 January 2011
Exercise price of the Share Options granted (the "Exercise Price")	: HK\$0.078 per Share, which represents the highest of (i) the closing price of the Share on the date of grant; (ii) the average closing price of the Share for 5 trading days immediately preceding the date of grant; and (iii) the nominal value of the Shares
Number of the Share Options granted	: 43,000,000 Share Options
Closing price of the Shares on the date of grant	: HK\$0.078 per Share
Validity period of the Share Option	: 24 October 2011 to 6 March 2012
Consideration for the grant	: HK\$1.00 to be paid by each Grantee upon acceptance of the Share Options granted

Each Share Option shall entitle the holder thereof to subscribe for one ordinary Share upon exercise of such Share Option at the Exercise Price

Among the Share Options granted, 40,000,000 Share Options were granted to Mr. Ma Hang Kon, Louis ("Mr. Ma"), an executive director of the Company. Mr. Ma is also the chairman, chief executive officer, member of the remuneration committee, company secretary, compliance officer, authorised representative and agent for service of process in Hong Kong of the Company. As at the date of this announcement, Mr. Ma held 9,800,000 Shares representing 0.18% of the Shares in issue, and thus, the total number of Shares issued and to be issued upon exercise of the Share Options granted to Mr. Ma (including both exercised and outstanding options) in any 12-month period does not exceed 1 per cent of the Shares of the Company in issue.

Pursuant to Rule 23.04(1) of the GEM Listing Rules and the terms of the Share Option Scheme, the grant of the Share Options to Mr. Ma has been approved by the independent non-executive directors.

Save as disclosed above, none of the Grantees is a director, chief executive or substantial shareholder of the Company, or any of their respective associates (as defined under the GEM Listing Rules) as at the date hereof.

By Order of the Board of  
**MERDEKA RESOURCES HOLDINGS LIMITED**

**Lai Wing Hung**  
*Executive Director*

Hong Kong, 24 January 2011

As at the date of this announcement, the Directors are:

*Executive Directors:*

Mr. Ma Hang Kon, Louis (*Chairman and Chief Executive Officer*)

Mr. Lai Wing Hung

*Independent Non-executive Directors:*

Mr. Lam Kin Kau, Mark

Mr. Fung Hoi Wing, Henry

Mr. Lau Ho Wai, Lucas

*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 “Latest Listed Company Information” page of the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the day of its publication and will be published and remains on the websites of the Company at [www.merdeka.com.hk](http://www.merdeka.com.hk) and <http://www.irasia.com/listco/hk/merdeka>.*