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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)

### **CANCELLATION OF SHARE OPTIONS**

**AND**

### **GRANT OF SHARE OPTIONS**

The March Grant has been cancelled with effect from the date of this announcement.

In order to achieve the business objectives in relation to the March Grant, the Board has resolved to grant a total of 64,000,000 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.

The details of the Share Options granted pursuant to Rule 23.06A of the GEM Listing Rules are stipulated hereinbelow.

### **CANCELLATION OF SHARE OPTIONS**

Reference is made to the announcement (“Announcement”) of Merdeka Resources Holdings Limited (the “Company”) dated 25 March 2011 regarding the grant of a total of 64,000,000 Share Options to the Grantees, including Mr. Yeh, Mr. Bai and Mr. Wong, directors of the Company, to subscribe for the Shares in the share capital of the Company under the Share Option Scheme (“March Grant”). Unless otherwise stated, capitalised used herein shall bear the same meanings as defined in the Announcement.

*\* for identification purposes only*

Pursuant to the Share Option Scheme and Rule 23.05 of the GEM Listing Rules, no share option shall be granted during a period which includes, among other things, the date of the announcement of the Company's results for any year. Further, pursuant to Rule 5.56(a)(i) of the GEM Listing Rules, no director of the Company shall be granted any share options during a period which includes, among other things, the publication date of the announcement of the Company's annual results.

In light of the fact that the annual result announcement of the Company for the year ended 31 December 2010 was published on 25 March 2011, the Board consider it appropriate to cancel, and the Company has cancelled, with the consent of the Grantees, any share options granted in the March Grant. Such cancellation has become effective on the date of this announcement.

### **GRANT OF SHARE OPTIONS**

In order to achieve the business objectives in relation to the March Grant, the Board announces that it has resolved on 6 April 2011 to grant a total of 64,000,000 share options (the "Share Option(s)") to eligible participants (the "Grantee(s)") to subscribe for Shares in the share capital of the Company, subject to acceptance of the Grantees, under the Share Option Scheme. The following are the details of the Share Options granted pursuant to Rule 23.06A of the GEM Listing Rules:

Date of grant	:	6 April 2011
Exercise price of the Share Options granted (the "Exercise Price")	:	HK\$0.143 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	:	64,000,000 Share Options
Closing price of the Shares on the date of grant	:	HK\$0.143 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.

Each of Mr. Yeh Shuen Ji (“Mr. Yeh”), Chairman and non-executive director, Mr. Bai Baohua (“Mr. Bai”), a non-executive director, and Mr. Wong Shui Lung (“Mr. Wong”), an executive director of the Company is respectively granted 20,000,000 Share Options to subscribe for 20,000,000 Shares of the Company at the Exercise Price. As at the date of this Meeting, none of Mr. Yeh, Mr. Bai and Mr. Wong is a shareholder of the Company, and thus, the total number of Shares issued and to be issued upon exercise of the Share Options granted to Mr. Yeh, Mr. Bai and Mr. Wong (including exercised, cancelled 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. Yeh, Mr. Bai and Mr. Wong 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**  
**Ma Hang Kon, Louis**  
*Chief Executive Officer*

Hong Kong, 6 April 2011

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

*Executive Directors:*

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

Mr. Lai Wing Hung

Mr. Wong Shui Lung

*Non-executive Directors:*

Mr. Yeh Shuen Ji (*Chairman*)

Mr. Bai Baohua

*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>.*