

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

NOTICE OF THE EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Merdeka Resources Holdings Limited (the “**Company**”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 4 July 2011 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution:

ORDINARY RESOLUTION

“THAT:

- (a) the Supplemental Deed (as defined in the circular to the shareholders of the Company dated 15 June 2011), a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for identification purpose, the terms of the transactions contemplated thereunder and the implementation thereof be and are hereby approved, ratified and confirmed;
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to allot and issue such number of new shares of the Company as may be required to be allotted and issued upon the exercise of the conversion rights under the Convertible Bonds (as defined in the circular to the shareholders of the Company dated 15 June 2011), save that the mandate given under this resolution is in addition to, and shall not prejudice nor revoke any existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company prior to the passing of this resolution or such other general or specific mandate(s) which may from time to time be granted to the Directors on or after the passing of this resolution; and

* *for identification purposes only*

- (c) any one or more of the Directors be and is/are hereby authorised for and on behalf of the Company to execute (and, if necessary, affix the common seal of the Company to) any such other documents, instruments and agreements and to do any such acts or things as may be deemed by him/her/them in his/her/their absolute discretion to be necessary or incidental to, ancillary to or in connection with the matters contemplated in the Supplemental Deed and the transactions contemplated thereunder or otherwise in relation to the Supplemental Deed and the matters and the transactions contemplated thereunder.”

By order of the Board of
Merdeka Resources Holdings Limited
Ma Hang Kon, Louis
Chief Executive Officer

Hong Kong, 15 June 2011

Notes:

1. Any shareholder entitled to attend and vote at the extraordinary general meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not be a shareholder of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Ltd. at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the extraordinary general meeting (or any adjournment thereof).
3. Completion and delivery of a form of proxy shall not preclude a shareholder from attending and voting in person at the extraordinary general meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any shares, any one of such joint holders may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the extraordinary general meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.

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 Director:

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 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 and <http://www.irasia.com/listco/hk/merdeka>.