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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)

ANNOUNCEMENT

POLL RESULTS AT THE EXTRAORDINARY GENERAL MEETING

HELD ON 4 JULY 2011

The Board announces that the Resolution as set out in the EGM Notice was duly passed by the Independent Shareholders by way of poll at the EGM held on 4 July 2011.

Reference is made to the circular (the “Circular”) and the notice of the extraordinary general meeting (the “EGM Notice”) of Merdeka Resources Holdings Limited (the “Company”) both dated 15 June 2011 in relation to the connected transaction for the zero coupon convertible bonds issued by the Company. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless the context otherwise requires.

The Board is pleased to announce that at the EGM, a poll was demanded by the chairman of the EGM for voting of the resolution for approving the Supplemental Deed and the transactions contemplated thereunder at the EGM (the “Resolution”).

As at the date of the EGM, the total number of issued shares of the Company was 5,528,149,000 Shares. The total number of Shares entitling the holders to attend and vote for or against the Resolution was 4,175,469,000 Shares. As disclosed in the Circular, MCL, Mr. Lai Wing Hung and their respective associates (who in aggregate held 1,352,680,000 Shares representing approximately 24.47% of the issued share capital of the Company as at the date of the EGM) should abstain from voting in respect of the Resolution. There were no Shares entitling the holders to attend and vote only against the Resolution.

* *For identification purpose only*

The branch share registrar of the Company, Tricor Tengis Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

POLL RESULTS OF THE EGM

The poll results are set out as follows:

Ordinary Resolution	Number of votes cast and approximate percentage of total number of votes cast	
	For	Against
To approve, confirm and ratify the Supplemental Deed and the transactions contemplated thereunder	2,650,004,070 (100%) (<i>Note</i>)	0 (0%)

Note: Including the votes cast by HKSCC Nominees Limited in respect of an aggregate of 952,680,000 Shares (the “Interested Shares”) held by MCL and Mr. Lai Wing Hung (“Mr. Lai”).

The Company has been informed by MCL and Mr. Lai that votes in respect of the Interested Shares which were deposited in the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited through their brokers had been cast in favour of the Resolution due to miscommunication. After such miscommunication was being discovered, it was impractical for them to procure the withdrawal of such voting in time before the passing of the Resolution at the EGM. If the votes cast by MCL and Mr. Lai had been disregarded, the total number of votes cast in favour of the Resolution was 1,697,324,070 and the total number of votes cast against the Resolution was 0. In other words, the Resolution would remain to be passed by 100% of the votes cast at the EGM even if the votes in respect of the Interested Shares were not counted. In such circumstances, pursuant to the articles of association of the Company, the Board announces that the resolution as set out in the EGM Notice was duly passed by the Independent Shareholders by way of poll at the EGM.

By Order of the Board of
MERDEKA RESOURCES HOLDINGS LIMITED
Ma Hang Kon, Louis
Chief Executive Officer

Hong Kong, 4 July 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 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>.