

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)

PROCEDURE FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

Subject to the Articles of Association of the Company (the “Articles”) and the Companies Law of the Cayman Islands, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.

Shareholder(s) holding not less than one-tenth of the paid-up capital of the Company may request the Board to convene an extraordinary general meeting pursuant to Article 58 of the Articles. The business to be transacted at the meeting must be stated in the related requisition and deposited with the Company. The Company is required to hold the meeting within two months after the deposit of the related requisition. If within twenty-one days of such deposit, the Directors fail to proceed to convene the meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the requisitionist(s) by the Company.

Where notice of an annual general meeting includes the election of Directors, any Shareholder may propose the election of any person as a Director at the annual general meeting.

Pursuant to Article 88 of the Articles and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”), if a shareholder wishes to propose a person other than a retiring Director for election as a Director at any general meeting (including the annual general meeting), the shareholder should lodge the following documents with the Company Secretary at the Company’s head office and principal place of business in Hong Kong at Room 1903A, The Sun’s Group Centre, 200 Gloucester Road, Wanchai, Hong Kong:-

- (a) notice in writing from such shareholder of the intention to propose that person for election as a Director; and
- (b) notice in writing signed by that person of his willingness to be elected and including (i) that person’s biographical details as required by Rule 17.50 (2) of the GEM Listing Rules and (ii) that person’s written consent to the publication of his/her personal data.

** for identification purposes only*

The notices shall be lodged in the period commencing no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and ending no later than 7 days prior to the date of such general meeting, provided that such period shall be at least seven days. The Company shall publish an announcement and/or issue a supplemental circular upon receipt of the notices from such shareholder in accordance with Rule 17.46B of the GEM Listing Rules.

If the written notice is received less than 20 business days prior to the annual general meeting or 10 business days prior to any other general meeting, the Company will need to consider the adjournment of the general meeting in order to allow adequate notice period of the proposal to Shareholders.