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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: 8163)

ANNOUNCEMENT

POLL RESULTS AT THE 2012 ANNUAL GENERAL MEETING

The Board is pleased to announce that all the resolutions as set out in the AGM Notice were duly passed at the AGM held on 3 May 2012.

Reference is made to the AGM Notice convening the 2012 AGM.

The Board is pleased to announce that all the resolutions proposed were voted by the Shareholders by way of poll at the AGM held on 3 May 2012.

As at the date of the AGM, the number of issued shares of the Company was 6,788,649,000 shares, which was the total number of shares entitling the holders to attend and vote for or against all resolutions at the AGM. There were no restrictions on any shareholders to cast votes on any of the proposed resolutions at the AGM.

The Branch Share Registrar of the Company, Tricor Tengis Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

* *For identification purpose only*

The poll results are set out as follows:

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of vote cast		Total number of votes cast
		For	Against	
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the Directors and auditors for the year ended 31 December 2011	1,641,360,000 (100%)	Nil (0%)	1,641,360,000
2.	To re-elect the following persons as Directors			
	(i) Mr. Fung Hoi Wing, Henry	1,641,360,000 (100%)	Nil (0%)	1,641,360,000
	(ii) Mr. Lau Ho Wai, Lucas	1,641,360,000 (100%)	Nil (0%)	1,641,360,000
	(iii) Mr. Ma Hang Kon, Louis	1,641,360,000 (100%)	Nil (0%)	1,641,360,000
3.	To authorize the Board to fix directors' remuneration for the year ending 31 December 2012	1,641,360,000 (100%)	Nil (0%)	1,641,360,000
4.	To re-appoint Messrs. Crowe Horwath (HK) CPA Limited as auditors and authorise the Board to fix their remuneration	1,641,360,000 (100%)	Nil (0%)	1,641,360,000
5(A).	To approve and adopt the new share option scheme of the Company and to authorize the board of directors of the Company to administer the scheme, to grant options thereunder, to allot, issue and deal with the shares of the Company pursuant to the exercise of any option granted thereunder and to take all necessary actions incidental thereto as the Directors deem fit	1,641,360,000 (100%)	Nil (0%)	1,641,360,000
5(B).	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company	1,641,360,000 (100%)	Nil (0%)	1,641,360,000

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of vote cast		Total number of votes cast
5(C).	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital of the Company	1,641,360,000 (100%)	Nil (0%)	1,641,360,000
5(D).	To extend the authority granted to the Directors pursuant to Ordinary Resolution No. 5(B) to issue shares by adding to the issued share capital of the Company the number of shares repurchased under Ordinary Resolution No. 5(C)	1,641,360,000 (100%)	Nil (0%)	1,641,360,000

As 100% of the votes were cast in favour of each of the resolutions, all the resolutions were duly passed as ordinary resolutions of the Company.

DEFINITIONS

“AGM”	the an annual general meeting of the Company held on 3 May 2012
“AGM Notice”	the notice convening the AGM dated 28 March 2012
“Board”	the board of the Directors
“Company”	Merdeka Resources Holdings Limited (萬德資源集團有限公司*), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the GEM
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM

* For identification purpose only

“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 3 May 2012

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 GEM website at <http://www.hkgem.com> on the “Latest Listed Company Information” page for at least seven days from the day of its publication and posting and will be published and remains on the websites of the Company at <http://www.merdeka.com.hk> and <http://www.irasia.com/listco/hk/merdeka>.