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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)

CHANGE OF SUBSTANTIAL SHAREHOLDER

This announcement is made pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”)(the “GEM Listing Rules”).

The board of directors (the “Board”) of Merdeka Resources Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) has been notified by Mr. Lai Wing Hung (“Mr. Lai”), a substantial shareholder and a director of the Company, that he has on 20 June 2012 disposed (1) the entire issued share capital of Merdeka Finance Group Limited (“MFGL”) and (2) 30% of the issued share capital of Merdeka Commodities Limited (“MCL”) which in turn holds 1,277,680,000 shares of the Company (representing approximately 17.68% of issued share capital of the Company) and the convertible bonds (originally due on 12 August 2011 and extended to 12 August 2014) in the principal amount of HK\$239,880,000 issued by the Company to MCL on 12 August 2008 as part of consideration to acquire the forestry business (the “MCL Convertible Bonds”) to Mr. Ma Hang Kon, Louis (“Mr. Ma”) (the “Disposal”). Mr. Ma is the executive director, Chief Executive Officer, Chairman of the Board, member of the remuneration committee, member of nomination committee, compliance officer, authorized representative and agent for service of process in Hong Kong of the Company and as a director of the relevant subsidiaries of the Company.

Upon completion of the Disposal which has been taken place on the date of this announcement, Mr. Lai’s shareholdings in the Company has been reduced to 75,000,000 shares, representing a reduction in shareholding percentage to approximately 1.04% of the Company’s total issued share capital. Being part of the consideration of the Disposal, Mr. Lai will receive from MCL a total of 277,680,000 shares of the Company within fourteen days from the date of completion of the Disposal. Upon the said 277,680,000 shares of the

** for identification purposes only*

Company has been transferred to Mr. Lai, his shareholding in the Company will be increased to 352,680,000 shares, representing approximately 4.88% of the issued share capital of the Company.

Prior to the Disposal, Mr. Ma held 9,800,000 Shares in the Company and 60,000,000 share options under the Company's existing share option scheme to subscribe for 60,000,000 shares of the Company, aggregately representing 0.97% of the issued share capital of the Company. Immediately after the completion of the Disposal, Mr. Ma is deemed to be interested in such shares of the Company and the MCL Convertible Bonds being held by MCL under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as he is entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of MCL through his 30% personal shareholdings in MCL and through his 100% shareholdings in MFGL, which in turn held 70% shareholdings in MCL as at 20 June 2012.

Immediately after the completion of the Disposal, Mr. Lai will cease to be a substantial shareholder of the Company while Mr. Ma will become a substantial shareholder of the Company. The Board does not expect the Disposal to have any significant impact on the business and operations of the Group.

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

Hong Kong, 20 June 2012

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

Executive Directors:

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

Mr. Lai Wing Hung

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>.