

# 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)

### FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING

I/We (Name) \_\_\_\_\_ (Block capitals, please) of  
(Address) \_\_\_\_\_ being the  
registered holder(s) of \_\_\_\_\_ (see Note 1) shares of HK\$0.01 each in the  
capital of Merdeka Resources Holdings Limited (the "Company") hereby appoint (Name) \_\_\_\_\_ of  
(Address) \_\_\_\_\_ or failing  
him/her (Name) \_\_\_\_\_ of  
(Address) \_\_\_\_\_ or failing him/her, the  
chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to  
be held at Lily Room, 3/F Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Friday, 28 June 2013 at 10:00 a.m., and at any adjournment  
thereof or on any resolution or motion which is proposed thereat. My/our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the  
undermentioned resolutions:

	Ordinary Resolutions (see Note 3)	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 2012		
2.	To elect the following persons as directors of the Company		
	(i) Mr. Cheung Wai Yin, Wilson		
	(ii) Mr. Lau Chi Yan, Pierre		
	(iii) Mr. Wong Chi Man		
	(iv) Ms. Yeung Mo Sheung, Ann		
3.	To authorize the board of directors to fix directors' remuneration for the year ending 31 December 2013		
4.	To re-appoint Messrs. Elite Partners CPA Limited as auditors and authorise the board of directors to fix their remuneration		
5.	(A) 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		
	(B) To grant a general mandate to the directors to repurchase shares not exceeding 10% of the issued share capital of the Company		
	(C) To extend the authority granted to the directors pursuant to Ordinary Resolution No. 5(A) to issue shares by adding to the issued share capital of the Company the number of shares repurchased under Ordinary Resolution No. 5(B)		
6.	To approve, among others, the refreshment of the 10% mandate under the Share Option Scheme as set out in the ordinary resolutions stipulated therein the notice of the AGM		
	<b>Special Resolutions</b>		
7.	To pass the special resolution no. 7 set out in the notice of the AGM in respect of the Capital Reduction and the Sub-division		
8.	To pass the special resolution no. 8 set out in the notice of the AGM in respect of the amendment of Articles of Association of the Company		

Signature(s) \_\_\_\_\_ (see Note 5)

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2013

**Notes:**

- Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- If the appointor is a corporation, this form must be under its common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated.  
Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), not less than 48 hours before the time for holding the meeting. The completion and return of the form of proxy shall not preclude members of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish and the appointment of the proxy will be revoked if you vote in person at the meeting.
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.

\* For identification purpose only