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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)

RESULTS OF RIGHTS ISSUE ON THE BASIS OF TWO RIGHTS SHARE FOR EVERY FIVE SHARES HELD ON THE RECORD DATE

RESULTS OF THE RIGHTS ISSUE

The Board announces that all of the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement has not been terminated in accordance with its terms. As at 4:00 p.m. on Wednesday, 10 July 2013, being the latest time for acceptance of and payment for the Rights Shares and for application and payment for the excess Rights Shares: (a) 2 valid acceptances in respect of a total of 15,145,400 Rights Shares provisionally allotted under the Rights Issue have been received, representing approximately 16.52% of the total number of the Rights Shares available under the Rights Issue; and (b) 2 valid applications for excess Rights Shares in respect of a total of 9,600 Rights Shares have been received, representing approximately 0.01% of the total number of the Rights Shares available under the Rights Issue. In aggregate, 4 valid acceptances and applications in respect of a total of 15,155,000 Rights Shares, representing approximately 16.53% of the total number of Rights Shares available under the Rights Issue, have been received.

* For identification purposes only

DESPATCH OF SHARE CERTIFICATES

The share certificates for the Rights Shares in respect of the valid acceptances of the Rights Shares under the PALs and successful applications for the excess Rights Shares under the EAFs, in their fully paid form, will be despatched to those relevant Shareholders' addresses (as shown on the register of members of the Company) by ordinary post on Wednesday, 17 July 2013 at the relevant Shareholders' own risks.

COMMENCEMENT OF DEALINGS IN RIGHTS SHARES

Dealings in the fully-paid Rights Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Thursday, 18 July 2013.

Reference is made to the Company's announcement dated 11 June 2013 and prospectus dated 25 June 2013 ("Prospectus") relating to the Rights Issue. Terms used herein shall have the same meanings as defined in the Prospectus unless otherwise stated.

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EXCESS RIGHTS SHARES

Regarding the 2 valid applications for a total of 9,600 excess Rights Shares, the Board has resolved to accept all valid applications and allot and issue such number of the excess Rights Shares as have been validly applied for each application. Accordingly, a total of 9,600 excess Rights Shares have been allotted to the Shareholders lodging valid applications and each of them has been allotted the number of Rights Shares for which they have validly applied.

UNDERWRITING AGREEMENT

All the conditions set out in the Underwriting Agreement have been fulfilled and the Rights Issue has become unconditional at 4:00 p.m. on Friday, 12 July 2013. Based on the above acceptance and application results, the Rights Shares that were untaken by the Qualifying Shareholders amounted to 76,516,490 Rights Shares. Pursuant to the terms of the Underwriting Agreement, the Underwriter performed its underwriting obligation. The Underwriter had procured sub-underwriters and subscribers to subscribe for all the 76,516,490 untaken Rights Shares. To the best of the Directors' knowledge, information and belief after having made reasonable enquiries, each of the sub-underwriters and subscribers and their respective ultimate beneficial owners (if any) are third parties independent of the Company and its connected persons. None of the sub-underwriters and subscribers has become a substantial shareholder (as defined in the GEM Listing Rules) of the Company upon taking up the untaken Rights Shares.

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SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and after the completion of the Rights Issue is as follows:

Shareholders	Immediately before completion of Rights Issue		Immediately after completion of Rights Issue	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
Cheung Wai Yin, Wilson <i>(note 1)</i>	37,712,500	16.46	52,797,500	16.46
Lau Chi Yan, Pierre <i>(note 2)</i>	2,125,000	0.93	2,125,000	0.66
Manistar Enterprises Limited	33,294,102	14.53	33,294,102	10.38
Sub-underwriters and subscribers procured by the Underwriter	0	0.00	76,516,490	23.85
Other public Shareholders	<u>156,047,123</u>	<u>68.09</u>	<u>156,117,123</u>	<u>48.66</u>
Total	<u>229,178,725</u>	<u>100.00</u>	<u>320,850,215</u>	<u>100.00</u>

Notes :

1. The interests disclosed includes 37,500,000 Shares (52,500,000 Shares) held by Ivana, which is wholly owned by Mr. Cheung. The remaining 212,500 Shares (297,500 Shares) are held by Mr. Cheung personally.
2. Mr. Lau Chi Yan, Pierre is a Director.

ADJUSTMENTS IN RELATION TO THE OPTIONS

Pursuant to the Share Option Scheme and the supplementary guidance on adjustments to the exercise price and number of share options under the Listing Rule requirements issued by the Stock Exchange on 5 September 2005, the exercise price per Share at which the holders of the Outstanding Options may subscribe for Shares upon the exercise of the Options and the number of their Outstanding Options have been adjusted as follows:

Date of grant	Immediately before the Rights Issue		Immediately after the Rights Issue	
	Number of Outstanding Options	Exercise price (HK\$)	Adjusted number of Outstanding Options	Adjusted exercise price (HK\$)
30 May 2012	1,987,500	0.68	1,569,615	0.86
17 January 2013	162,500	0.40	128,333	0.51

The Company's auditor, Elite Partners CPA Limited, has reviewed the basis of the above adjustments and certified that the above adjustments are in accordance with the terms and conditions of the Share Option Scheme.

By Order of the Board of
MERDEKA RESOURCES HOLDINGS LIMITED
Cheung Wai Yin, Wilson
Chairman and Chief Executive Officer

Hong Kong, 16 July 2013

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

Executive Directors:

Mr. Cheung Wai Yin, Wilson (*Chairman and Chief Executive Officer*)

Mr. Lau Chi Yan, Pierre

Mr. Ma Hang Kon, Louis

Non-executive Director:

Mr. Wong Chi Man

Independent Non-executive Director:

Ms. Yeung Mo Sheung, Ann

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 website of the Company at <http://www.merdeka.com.hk>.