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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)

**COMPLETION OF GM PLACING**

The Board is pleased to announce that the condition set out in the GM Placing Agreement has been fulfilled and completion of the GM Placing took place on 18 December 2013 in accordance with the terms and conditions of the GM Placing Agreement.

An aggregate of 45,000,000 GM Placing Shares, representing approximately 11.66% of the issued share capital of the Company as at the date of this announcement, have been successfully placed to not less than six Placees who and whose ultimate beneficial owners are Independent Third Parties. The Company received net proceeds of approximately HK\$6.58 million from the GM Placing.

Reference is made to the announcement of Merdeka Resources Holdings Limited (“Company”) dated 6 December 2013 (“Announcement”) in relation to, amongst other things, the GM Placing under the General Mandate. Capitalised terms used in this announcement shall have the same meanings as defined in the Announcement unless otherwise stated.

The Board is pleased to announce that the condition set out in the GM Placing Agreement has been fulfilled and completion of the GM Placing took place on 18 December 2013 in accordance with the terms and conditions of the GM Placing Agreement. An aggregate of 45,000,000 GM Placing Shares, representing approximately 11.66% of the issued share capital of the Company as at the date of this announcement, have been successfully placed to not less than six Placees at the Placing Price of HK\$0.156 per GM Placing Share.

*\* for identification purposes only*

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, (i) each of the Placees and where appropriate, their respective ultimate beneficial owners, is an Independent Third Party; and (ii) none of the Placees becomes a substantial shareholder of the Company upon completion of the GM Placing.

The net proceeds from the GM Placing are approximately HK\$6.58 million.

## EFFECTS ON SHAREHOLDING STRUCTURE

The table below set out the changes to the shareholding structure of the Company as a result of completion of the GM Placing:

Shareholders	Immediately before the GM Placing		Immediately after the GM Placing	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Cheung Wai Yin, Wilson (note 1)	52,797,500	15.49	52,797,500	13.68
Lau Chi Yan, Pierre (note 2)	2,125,000	0.62	2,125,000	0.55
Au Kai To, Karel	20,000,000	5.87	20,000,000	5.18
Manistar Enterprises Limited	33,294,101	9.77	33,294,101	8.63
The Placees of the GM Placing (note 3)	-	-	45,000,000	11.66
Other public Shareholders	<u>232,633,614</u>	<u>68.25</u>	<u>232,633,614</u>	<u>60.30</u>
Total	<u>340,850,215</u>	<u>100.00</u>	<u>385,850,215</u>	<u>100.00</u>

notes:

1. The interests disclosed includes 52,500,000 Shares held by Ivana, which is wholly owned by Mr. Cheung. The remaining 297,500 Shares are held by Mr. Cheung personally.
2. Mr. Lau Chi Yan, Pierre is a Director.
3. It is a term of the GM Placing Agreement that none of the Placees shall become a substantial shareholder of the Company upon the completion of the GM Placing.

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

Hong Kong, 18 December 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 (*Managing Director*)

*Non-executive Director:*

Mr. Wong Chi Man

*Independent Non-executive Directors:*

Ms. Yeung Mo Sheung, Ann

Mr. Ng Kay Kwok

Mr. Yip Kat Kong, Kenneth

*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>.*