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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)

### **POLL RESULTS AT THE EXTRAORDINARY GENERAL MEETING HELD ON 29 JANUARY 2014 AT 11:00 A.M.**

The Board announces that the ordinary resolutions numbered 1 and 2 set out in the EGM Notice were duly passed by the Shareholders by way of poll at the EGM held on 29 January 2014 at 11:00 a.m..

### **POLL RESULTS AT THE EXTRAORDINARY GENERAL MEETING**

Reference is made to the circular (the “Circular”) of Merdeka Resources Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) containing, among others, a notice of extraordinary general meeting of the Company to be held on 29 January 2014 (the “EGM”) dated 13 January 2014. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular and the notice of the EGM (the “EGM Notice”).

The Board is pleased to announce that all the resolutions proposed were voted by the Shareholders by way of poll at the EGM held on 29 January 2014.

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

\* *For identification purpose only*

The poll results are set out as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To approve the proposed ordinary resolution no. 1 set out in the notice of the EGM	141,998,500 (80.713%)	33,931,601 (19.287%)
2.	To approve the proposed ordinary resolution no. 2 set out in the notice of the EGM	139,576,000 (80.444%) <i>(Note)</i>	33,931,601 (19.556%)

*Note: Including the votes cast by HKSCC Nominees Limited in respect of an aggregate of 52,500,000 Shares (the "Interested Shares") held by Ivana Investments Limited ("Ivana") which is wholly owned by Mr. Cheung Wai Yin, Wilson.*

Please refer to the EGM Notice for the full version of the above Resolutions.

As set out in the Circular, none of the Shareholders has a material interest in the transactions contemplated under the SM Placing Agreement; no Shareholders are required to abstain from voting at the EGM on resolution no. 1 in relation to the SM Placing Agreement. As at the time of the EGM, the total number of Shares entitling Shareholders to attend and vote for or against the ordinary resolution no. 1 in relation to the SM Placing Agreement was 385,850,215 Shares. There was no Share entitling the Shareholders to attend and vote only against resolution no. 1.

As set out in the Circular, each of Mr. Cheung Wai Yin, Wilson, the Chairman, Chief Executive Officer and an executive director of the Company, and Mr. Lau Chi Yan, Pierre, the Managing Director and an executive Director of the Company, and their respective associates shall abstain from voting in favour of resolution no. 2 in relation to refreshment of the Existing General Mandate. As at the time of the EGM, Mr. Cheung Wai Yin, Wilson and his associates hold 52,797,500 Shares representing approximately 13.68% of the issued share capital of the Company, and Mr. Lau Chi Yan, Pierre and his associates hold 2,125,000 Shares representing approximately 0.55% of the issued share capital of the Company. As at the time of the EGM, the total number of issued and fully paid up Shares was 385,850,215 Shares. The total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolution no. 2 in relation to refreshment of the Existing General Mandate was 330,927,715 Shares. There was no Share entitling the Independent Shareholders to attend and vote only against resolution no. 2.

The Company has been informed by Ivana that votes in respect of the Interested Shares which were deposited in the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited through its broker had been cast in favour of the resolution no. 2 due to miscommunication. After such miscommunication was being discovered, it was impractical for them to procure the withdrawal of such voting in time before the passing of the resolution no. 2 at the EGM. If the votes cast by Ivana had been disregarded, the total number of votes cast in favour of the resolution no. 2 was 87,076,000 and the total number of votes cast against the resolution no. 2 was 33,931,601. In

other words, the resolution no. 2 would remain to be passed by 71.959% of the votes cast at the EGM even if the votes in respect of the Interested Shares were not counted. In such circumstances, pursuant to the articles of association of the Company, the Board announces that the resolution no. 2 as set out in the EGM Notice was duly passed by the Independent Shareholders by way of poll at the EGM.

Mr. Cheung Wai Yin, Wilson personally and Mr. Lau Chi Yan, Pierre have abstained from voting in favour of the relevant resolution at the EGM. Save as disclosed above, none of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the resolutions at the EGM.

As more than 50% of the votes were cast in favour of the ordinary resolutions numbered 1 and 2 proposed at the EGM, they were duly passed.

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

Hong Kong, 29 January 2014

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>.*