

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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 17 FEBRUARY 2014 AT 11:00 A.M.

The Board announces that the ordinary resolution set out in the EGM Notice was duly passed by the Shareholders by way of poll at the EGM held on 17 February 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 held on 17 February 2014 (the “EGM”) dated 29 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 resolution proposed was voted by the Shareholders by way of poll at the EGM held on 17 February 2014.

As at the date of the EGM, the number of issued shares of the Company was 535,850,215 shares, which was the total number of shares entitling the holders to attend and vote for or against all resolution at the EGM. There were no restrictions on any Shareholders to cast votes on any of the proposed resolution at the EGM.

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 Resolution		Number of Votes (%)	
		For	Against
1.	To confirm, approve and ratify the Acquisition Agreement and the transactions contemplated thereunder	109,741,000 (76.383%)	33,931,601 (23.617%)

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

As more than 50% of the votes were cast in favour of the ordinary resolution proposed at the EGM, it was duly passed.

THE CONTINUING CONNECTED TRANSACTIONS

As stated in announcement of the Company dated 7 February 2014, upon Completion, the Hong Kong Company (the “Lender”) will become an indirect wholly-owned subsidiary of the Company, simultaneously Mr. Kong Lung Cheung, Jeff (the “Borrower”), who remains as the director of the Lender, will become a connected person of the Company. Based on the total amount of HK\$11,980,729 due from the Borrower as at 31 August 2013, it is expected that each of the percentage ratios (other than the profits ratio), where applicable, calculated with reference to Rule 19.07 of the GEM Listing Rules, will exceed 5% and the consideration is more than HK\$10,000,000 on an annual basis. The entering into of the Loan Agreement and the transactions contemplated thereunder constitute a non-exempt continuing connected transactions of the Company under Rule 20.35 of the GEM Listing Rules and are subject to the reporting, annual review, announcement and independent shareholders’ approval requirements set out in Rule 20.45 to 20.48 of the GEM Listing Rules. The approval of the Loan Agreement from the Company’s shareholders is an additional condition precedent to the Acquisition.

A circular which contains, among other information, (i) a letter from the Board containing further details of the Loan Agreement; (ii) a letter from the independent committee of the Board setting out its recommendations in connection with the Continuing Connected Transactions to the Independent Shareholders; (iii) a letter from an independent financial adviser containing its advice in connection with the Continuing Connected Transactions to the independent committee of the Board and the Independent Shareholders; and (iv) notice of the EGM is expected to be despatched to the Shareholders on or before 22 February 2014.

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

Hong Kong, 17 February 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>.