

MERDEKA

Merdeka Resources Holdings Limited

萬德資源集團有限公司*

STOCK CODE 股份代號：8163

* for identification purposes only

* 僅供識別

FIRST QUARTERLY REPORT 2011

二零一一年第一季度報告

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors of Merdeka Resources Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to Merdeka Resources Holdings Limited. The directors of Merdeka Resources Holdings Limited, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this report 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 report misleading.

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)的特色

創業板的定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險之公司提供一個上市的市場。有意投資的人士應瞭解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他資深投資者。

由於創業板上市公司新興的性質所然，在創業板買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

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本報告乃遵照聯交所創業板證券上市規則(「創業板上市規則」)的規定而刊載，旨在提供有關Merdeka Resources Holdings Limited(萬德資源集團有限公司*)之資料，Merdeka Resources Holdings Limited(萬德資源集團有限公司*)各董事願共同及個別對此承擔全部責任。Merdeka Resources Holdings Limited(萬德資源集團有限公司*)各董事經作出一切合理查詢後，確認就彼等所深知及確信本報告所載資料在一切重大方面均屬準確及完整，且無誤導或欺詐成分，且並無遺漏任何其他事實，致使本報告或其所載任何陳述產生誤導。

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MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL RESULTS

Merdeka Resources Holdings Limited (the “Company”) together with its subsidiaries (the “Group”) recorded revenue of approximately HK\$1,919,000 for the three months ended 31 March 2011, as compared to approximately HK\$2,996,000 for the corresponding period in 2010. The revenue in this period was generated from the forestry business that started commercial operations at the end of 2010. The Group reported a loss of approximately HK\$15,700,000 for the three months ended 31 March 2011, reduced from a loss of approximately HK\$16,762,000 for the corresponding period in 2010, mainly attributable to (i) the non-cash accounting imputed interest expenses of approximately HK\$8,682,000 on the liability component of the convertible bonds; and (ii) the operating and administrative expenses of approximately HK\$6,984,000 incurred during the period.

APPOINTMENT AND REDESIGNATION OF DIRECTORS

On 27 January 2011, Mr Yeh Shuen Ji was appointed as a non-executive director and Chairman; Mr Bai Baohua was appointed as a non-executive director; and Mr Wong Shui Lung was appointed as an executive director of the Company.

Following the above appointments, Mr Ma Hang Kon Louis was redesignated as an executive director, chief executive officer, member of the remuneration committee, compliance officer, company secretary, authorized representative and agent for service of process in Hong Kong of the Company and as a director of the relevant subsidiaries of the Company, with effect from 27 January 2011.

BUSINESS REVIEW

During the period under review, the Group was principally engaged in (i) the timber business including the upstream operations of harvesting timber and the downstream operations of production of timber and wood products; (ii) the plantation business; and (iii) the trading business.

The Group continues to make good progress during the period under review. The two sawmill factories and the veneer factory together with peripheral equipment have been fully commissioned for production. We continue to building on the initial infrastructure including roads and bridges to support the forestry operations as well as the future plantation business. Steady progress has been made in the logging activity. We continue to upkeep the nursery with professional care for planting in the near future.

OUTLOOK

The Group is confident about the forestry and plantation resources business. Our rights to the forestland of over 300,000 hectares represent precious resources for the development of our future business. China's continued robust economy and resurging timber import requirements provide strong market for the Group's products. In view of the global demand for vegetable oil, especially from emerging countries, we believe the palm oil market will remain buoyant in the years to come.

UNAUDITED CONDENSED CONSOLIDATED FIRST QUARTERLY RESULTS FOR THE THREE MONTHS ENDED 31 MARCH 2011

The board of directors (the “Board”) of the Company is pleased to announce the unaudited condensed consolidated first quarterly results of the Group for the three months ended 31 March 2011, together with the comparative unaudited figures for the corresponding period in 2010, as follows:

CONDENSED CONSOLIDATED INCOME STATEMENT

For the three months ended 31 March 2011

	Note	Three months ended 31 March	
		2011 (Unaudited) HK\$'000	2010 (Unaudited) HK\$'000
REVENUE	2	1,919	2,996
Cost of sales		(1,777)	(2,951)
Gross profit		142	45
Other income and gains		8	1
Operating expenses		(5,465)	(6,772)
Administrative expenses		(1,519)	(1,300)
Equity-settled share option expenses		(184)	–
Finance costs	3	(8,682)	(8,736)
LOSS BEFORE TAX		(15,700)	(16,762)
Tax	4	–	–
LOSS FOR THE PERIOD		(15,700)	(16,762)
Loss attributable to:			
Owners of the Company		(15,019)	(17,355)
Non-controlling interests		(681)	593
		(15,700)	(16,762)
LOSS PER SHARE			
Basic and diluted	6	(HK0.28 cents)	(HK0.35 cents)

Details of the dividends payable and proposed for the periods are disclosed in note 5.

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME*For the three months ended 31 March 2011*

	Three months ended	
	31 March	
	2011	2010
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
LOSS FOR THE PERIOD	(15,700)	(16,762)
Other comprehensive loss, after tax:		
Exchange difference on translating foreign operations	-	(394)
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD	(15,700)	(17,156)
Total comprehensive loss attributable to:		
Owners of the Company	(15,019)	(17,749)
Non-controlling interests	(681)	593
	(15,700)	(17,156)

Notes:

1. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated quarterly results have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) (which also include the Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the GEM Listing Rules. They have been prepared under the historical cost convention. These unaudited condensed consolidated quarterly results are presented in Hong Kong dollars and all values are rounded to the nearest thousand except where otherwise indicated.

The unaudited condensed consolidated quarterly results should be read in conjunction with the Group’s audited annual financial statements for the year ended 31 December 2010 (“2010 Annual Report”). The accounting policies and methods of computation adopted are consistent with those followed in the preparation of the Group’s 2010 Annual Report.

The Group has adopted the standards, amendments and interpretations that have been issued and effective for the accounting period beginning on 1 January 2011. The adoption of such standards, amendments and interpretations did not have material effect on these results.

The unaudited condensed consolidated quarterly results of the Group for the three months ended 31 March 2011 have been reviewed by the Company’s audit committee (the “Audit Committee”).

2. REVENUE

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts during the three-month period under review.

An analysis of revenue is as follows:

	Three months ended 31 March	
	2011 (Unaudited) HK\$'000	2010 (Unaudited) HK\$'000
Sale of goods	1,919	2,996

3. FINANCE COSTS

The charge represents the imputed interest on the liability component of the convertible bonds for the three months ended 31 March 2011 and 2010.

4. TAX

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the period (2010: Nil). Overseas profits tax has not been provided as the overseas subsidiaries had no taxable income for the period (2010: Nil).

There was no income tax relating to the other comprehensive income during the period (2010: Nil).

5. DIVIDEND

No dividend has been paid or declared by the Company or any of its subsidiaries during the three months ended 31 March 2011 (2010: Nil).

6. LOSS PER SHARE

The calculation of basic loss per share is based on the loss for the three months ended 31 March 2011 attributable to equity holders of the Company and the weighted average number of ordinary shares in issue during the period.

The calculation of basic and diluted loss per share is based on:

	Three months ended 31 March	
	2011 (Unaudited) HK\$'000	2010 (Unaudited) HK\$'000
<u>Loss for the period</u>		
Loss attributable to equity holders of the Company:	15,019	17,355
	Number of shares	
<u>Shares</u>		
Weighted average number of ordinary shares in issue during the period	5,328,149,000	4,960,482,333

No adjustment has been made to the basic loss per share presented for the three months ended 31 March 2011 and 2010 in respect of a dilution as the impact of the convertible bonds and share options outstanding had an anti-dilutive effect on the basic loss per share.

7. MOVEMENT IN RESERVES

	Attributable to owners of the Company								
	Equity component						Non-controlling		Total equity
	Share premium account	Contributed surplus	of convertible bonds	Share option reserve	Exchange fluctuation reserve	Accumulated losses	Total	interests	
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
At 1 January 2010	412,400	66,710	105,083	13,643	478	(202,208)	396,106	40,901	437,007
Total comprehensive (loss)/income	-	-	-	-	(394)	(17,355)	(17,749)	593	(17,156)
Issue of shares upon conversion of the convertible bonds	49,880	-	(9,469)	-	-	-	40,411	-	40,411
Issue of new shares upon exercise of share options	1,288	-	-	(363)	-	-	925	-	925
At 31 March 2010	463,568	66,710	95,614	13,280	84	(219,563)	419,693	41,494	461,187
At 1 January 2011	463,568	66,710	95,614	12,915	49	(266,137)	372,719	37,741	410,460
Total comprehensive loss	-	-	-	-	-	(15,019)	(15,019)	(681)	(15,700)
Equity-settled share option arrangements	-	-	-	184	-	-	184	-	184
At 31 March 2011	463,568	66,710	95,614	13,099	49	(281,156)	357,884	37,060	394,944

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2011, the directors and chief executive of the Company and/or any of their respective associates had the following interests and short positions in the shares, underlying shares and debentures of the Company and/or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or Rule 5.46 of the GEM Listing Rules:

(i) Long positions in the shares of the Company:

Name of directors	Number of the shares interested and nature of interest			Total	Approximate percentage of the total issued share capital of the Company (%)
	Personal	Corporate			
Ma Hang Kon, Louis	9,800,000	—	—	—	0.18
Lai Wing Hung (<i>Note 1</i>)	75,000,000	1,277,680,000	1,352,680,000	—	25.39
Fung Hoi Wing, Henry	550,000	—	—	—	0.01
Lau Ho Wai, Lucas	950,000	—	—	—	0.02

Note:

- Of the shareholdings in which Mr. Lai Wing Hung was interested, 1,277,680,000 shares of the Company were held by Merdeka Commodities Limited ("MCL"). Mr. Lai Wing Hung is deemed to be interested in such shares of the Company under the SFO as he is entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of MCL through his 30% personal shareholdings in MCL and through his 100% shareholdings in Merdeka Finance Group Limited ("MFGL"), which in turn held 70% shareholdings in MCL as at 31 March 2011. The remaining 75,000,000 shares of the Company were beneficially owned by Mr. Lai Wing Hung personally.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES *(continued)*

- (ii) Long positions in the underlying shares of the share options granted under the share option scheme of the Company:

Name of directors	Date of grant of the share options	Exercise period of the share options	Exercise price per share HK\$	Number of the share options outstanding	Number of the total underlying shares	Approximate percentage of the total issued share capital of the Company (%)
Ma Hang Kon, Louis	24/1/2011	24/10/2011 – 6/3/2012	0.078	40,000,000	40,000,000	0.75
Fung Hoi Wing, Henry	7/7/2009	11/8/2009 – 6/3/2012	0.160	3,500,000	3,500,000	0.07
Lau Ho Wai, Lucas	7/7/2009	11/8/2009 – 6/3/2012	0.160	3,500,000	3,500,000	0.07
Lam Kin Kau, Mark	7/7/2009	11/8/2009 – 6/3/2012	0.160	3,500,000	3,500,000	0.07

Note: On 25 March 2011, each of Mr. Yeh Shuen Ji, Mr. Bai Baohua and Mr. Wong Shui Lung was respectively granted 20,000,000 share options to subscribe for 20,000,000 shares of the Company, representing approximately 0.38% of the total issued share capital of the Company, at the exercise price of 0.143 during the exercise period from 24 October 2011 to 6 March 2012. Such grants were subsequently cancelled and re-granted on 6 April 2011 pursuant to the requirement of the GEM Listing Rules.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES *(continued)*

(iii) Long positions in the underlying shares of the convertible bonds of the Company:

Name of director	Description of equity derivatives	Principal amount of the convertible bonds HK\$	Number of the total underlying shares	Approximate percentage of the total issued share capital of the Company (%)
Lai Wing Hung	MCL Convertible Bonds <i>(Note)</i>	494,880,000	4,948,800,000	92.88

Note: The MCL Convertible Bonds, due on 12 August 2011, are unlisted, interest-free and convertible into the shares of the Company (subject to conversion restrictions and conversion lock-up provisions pursuant to the MCL Convertible Bonds) at the conversion price of HK\$0.10 per share of the Company (subject to adjustment pursuant to the MCL Convertible Bonds). Mr. Lai Wing Hung is deemed to be interested in such underlying shares of the Company under the SFO as he is entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of MCL through his 30% personal shareholding in MCL and through his 100% shareholding in MFGL, which in turn held 70% shareholding in MCL as at 31 March 2011.

Save as disclosed above, as at 31 March 2011, none of the directors and chief executive of the Company and/or any of their respective associates had any interest and short position in the shares, underlying shares and debentures of the Company and/or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or Rule 5.46 of the GEM Listing Rules.

DIRECTORS' AND CHIEF EXECUTIVE'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the sections headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" above and "Share Option Scheme" below, at no time during the period for the three months ended 31 March 2011 was the Company, or any of its subsidiaries or associated corporations, a party to any arrangement to enable the directors and chief executive of the Company (including their respective spouse and children under 18 years of age) to acquire benefits by means of the acquisition of the shares or underlying shares in, or debentures of, the Company or any of its associated corporations.

SUBSTANTIAL SHAREHOLDERS' INTERESTS OR SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 March 2011, the following persons (not being the directors or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO:

(i) Long positions in the shares of the Company:

Name of shareholders	Capacity and nature of interest	Notes	Number of the shares interested	Approximate percentage of the total issued share capital of the Company (%)
MCL	Directly beneficially owned		1,277,680,000	23.98
MFGL	Through a controlled corporation	1	1,277,680,000	23.98
Manistar Enterprises Limited ("Manistar")	Directly beneficially owned		1,331,764,070	24.99
CCT Capital International Holdings Limited	Through a controlled corporation	2	1,331,764,070	24.99
CCT Telecom Holdings Limited ("CCT Telecom")	Through a controlled corporation	2	1,331,764,070	24.99
Mak Shiu Tong, Clement	Directly beneficially owned and through a controlled corporation	2 and 3	1,351,108,070	25.36

Notes:

- The 1,277,680,000 shares of the Company were held by MCL, a subsidiary of MFGL which is deemed to be interested in such shares of the Company under the SFO as it is entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of MCL through its shareholding of 70% of the total issued share capital in MCL as at 31 March 2011.
- The shares of the Company were held by Manistar, which is wholly-owned by CCT Capital International Holdings Limited which in turn is a wholly-owned subsidiary of CCT Telecom.
- Of the shareholding in which Mr. Mak Shiu Tong, Clement was interested, 1,331,764,070 shares of the Company were beneficially held by Manistar, an indirect wholly-owned subsidiary of CCT Telecom. Mr. Mak Shiu Tong, Clement is deemed to be interested in such shares of the Company under the SFO as he is entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of CCT Telecom through his controlling interest in the shareholding of CCT Telecom as at 31 March 2011. The remaining 19,344,000 shares of the Company were beneficially owned by Mr. Mak Shiu Tong, Clement personally.

SUBSTANTIAL SHAREHOLDERS' INTERESTS OR SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY *(continued)*

- (ii) Long positions in the underlying shares of the share options granted under the share option scheme of the Company:

Name of holder of the share options	Date of grant of the share options	Exercise period of the share options	Exercise price per share HK\$	Number of the share options outstanding	Number of the total underlying shares	Approximate percentage of the total issued share capital of the Company (%)
Mak Shiu Tong, Clement	5/7/2006	14/8/2006 – 13/8/2011	0.038	22,500,000	22,500,000	0.42

- (iii) Long positions in the underlying shares of the convertible bonds of the Company:

Name of the holder of the convertible bonds	Description of equity derivatives	Principal amount of the convertible bonds HK\$	Number of the total underlying shares	Approximate percentage of the total issued share capital of the Company (%)
MCL	MCL Convertible Bonds (Note)	494,880,000	4,948,800,000	92.88
MFGL	MCL Convertible Bonds (Note)	494,880,000	4,948,800,000	92.88

Note: The MCL Convertible Bonds, due on 12 August 2011, are unlisted, interest-free and convertible into the shares of the Company (subject to conversion restrictions and conversion lock-up provisions pursuant to the MCL Convertible Bonds) at the conversion price of HK\$0.10 per share of the Company (subject to adjustment pursuant to the MCL Convertible Bonds). MFGL is deemed to be interested in such underlying shares of the Company under the SFO as it is entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of MCL through its shareholding of 70% of the total issued share capital in MCL as at 31 March 2011.

SUBSTANTIAL SHAREHOLDERS' INTERESTS OR SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY *(continued)*

Save as disclosed above, the directors and chief executive of the Company are not aware that there is any party who, as at 31 March 2011, had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

SHARE OPTION SCHEME

The share option scheme of the Company (the "Share Option Scheme") was effective on 7 March 2002. Unless otherwise cancelled or amended, the Share Option Scheme will remain in force for a period of 10 years from the date of its adoption. As at 31 March 2011, excluding the March Grant (as defined below), there were 301,500,000 share options outstanding under the Share Option Scheme. Based on these outstanding share options, the total number of shares available for issue is 301,500,000, which represents approximately 5.66% and 5.51% of the total issued share capital of the Company as at 31 March 2011 and the date of this report respectively. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 301,500,000 additional ordinary shares of the Company, additional share capital of HK\$3,015,000 and share premium of HK\$35,186,000 (before the share issue expenses).

During the period, a total of 64,000,000 share options were granted to three directors and two other eligible participants on 25 March 2011 but were subsequently cancelled (the "March Grant") and re-granted on 6 April 2011 pursuant to the requirement of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

SHARE OPTION SCHEME (continued)

Details of the movements of the share options under the Share Option Scheme during the period excluding the March Grant were as follows:

Name or category of the participants	Number of share options				Outstanding as at 31 March 2011	Date of grant of the share options	Exercise period of the share options	Exercise price of the share options (Note 1) HK\$ per share	Price of the shares before the date of grant (Note 2) HK\$ per share
	Outstanding as at 1 January 2011	Granted during the period	Exercised during the period	Cancelled/ Lapsed during the period					
Executive director									
Ma Hang Kon, Louis	-	40,000,000	-	-	40,000,000	24/1/2011	24/10/2011 – 6/3/2012	0.078	0.076
	-	40,000,000	-	-	40,000,000				
Independent non-executive directors									
Fung Hoi Wing, Henry	3,500,000	-	-	-	3,500,000	7/7/2009	11/8/2009 – 6/3/2012	0.160	0.157
Lau Ho Wai, Lucas	3,500,000	-	-	-	3,500,000	7/7/2009	11/8/2009 – 6/3/2012	0.160	0.157
Lam Kin Kau, Mark	3,500,000	-	-	-	3,500,000	7/7/2009	11/8/2009 – 6/3/2012	0.160	0.157
	10,500,000	-	-	-	10,500,000				
Employees and other eligible participants									
Employees	-	3,000,000	-	-	3,000,000	24/1/2011	24/10/2011 – 6/3/2012	0.078	0.076
Other eligible participants	50,500,000	-	-	-	50,500,000	5/7/2006	14/8/2006 – 13/8/2011	0.038	0.035
	4,000,000	-	-	-	4,000,000	14/11/2008	14/5/2009 – 13/8/2011	0.116	0.112
	4,000,000	-	-	-	4,000,000	14/11/2008	14/11/2009 – 13/8/2011	0.116	0.112
	9,500,000	-	-	-	9,500,000	7/7/2009	7/7/2009 – 6/3/2012	0.160	0.157
	180,000,000	-	-	-	180,000,000	7/7/2009	11/8/2009 – 6/3/2012	0.160	0.157
	248,000,000	3,000,000	-	-	251,000,000				
	258,500,000	43,000,000	-	-	301,500,000				

SHARE OPTION SCHEME *(continued)*

Notes:

1. The exercise price of the share options is subject to adjustment in the case of capitalisation issue, rights issue, subdivision or consolidation of the shares of the Company, or other similar changes in the Company's share capital.
2. The price of the shares of the Company before the date of the grant of the share options is the closing price of the shares of the Company as quoted on the Stock Exchange on the trading day immediately before the date on which the share options were granted.

Subsequent to the end of the period under review, the Company granted 64,000,000 share options on 6 April 2011. As a result, the Company had 365,500,000 share options outstanding under the Share Option Scheme, which represented approximately 6.68% of the shares in issue as at the date of this report.

PURCHASE, SALE OR REDEMPTION OF THE LISTED SHARES OF THE COMPANY

Neither the Company, nor any of its subsidiaries has purchased, sold or redeemed any of the listed shares of the Company during the period for the three months ended 31 March 2011.

AUDIT COMMITTEE

The Company has established an audit committee (the "Audit Committee") with specific written terms of reference formulated in accordance with the requirements of the GEM Listing Rules. The primary duties of the Audit Committee are to ensure the objectivity and credibility of the Company's financial reporting and internal control procedures as well as to maintain an appropriate relationship with the external auditors of the Company.

The Audit Committee consists of three members comprising three independent non-executive directors, namely Mr. Lam Kin Kau, Mark, Mr. Fung Hoi Wing, Henry and Mr. Lau Ho Wai, Lucas, one of whom is a qualified accountant and has extensive experience in accounting and financial matters. The chairman of the Audit Committee is elected by the members who are present at the meeting. All members of the Audit Committee hold the relevant industry or legal, accounting and financial experience necessary to advise on the Board's strategies and other related matters. All members of the Audit Committee have complete and unrestricted access to the external auditors and all employees of the Company.

The Audit Committee has reviewed the unaudited condensed consolidated first quarterly results of the Group for the three months ended 31 March 2011, and confirmed that the preparation of such complied with applicable accounting principles and practices adopted by the Company and the requirements of the Stock Exchange, and adequate disclosure had been made.

BOARD OF DIRECTORS

As at the date of this report, the directors of the Company are:

Executive Directors

Mr. Ma Hang Kon, Louis (*Chief Executive Officer*)

Mr. Lai Wing Hung

Mr. Wong Shui Lung

Non-executive Directors

Mr. Yeh Shuen Ji (*Chairman*)

Mr. Bai Baohua

Independent Non-executive Directors

Mr. Lam Kin Kau, Mark

Mr. Fung Hoi Wing, Henry

Mr. Lau Ho Wai, Lucas

By Order of the Board of
MERDEKA RESOURCES HOLDINGS LIMITED
Ma Hang Kon, Louis
Chief Executive Officer

Hong Kong, 12 May 2011

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