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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: 08163)

SUPPLEMENTAL MEMORANDUM OF UNDERSTANDING

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules.

Reference is made to the announcement of the Company dated 15 November 2011 in respect of the Prospective Transaction.

The Board announces that further to the MOU dated 15 November 2011, the Prospective Seller and MRI entered into a supplemental memorandum of understanding on 13 February 2012 extending the Exclusivity Period for a further ninety (90) days as additional time is required for the parties to finalize, fine-tune and negotiate further the transaction structure and the commercial terms. Save for the extension of the Exclusivity Period, no other amendments were made to the MOU.

The MOU (as amended by the SMOU) may or may not lead to the entering of the Definitive Agreement and the transaction contemplated thereunder may or may not be consummated.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules.

Reference is made to the announcement of the Company dated 15 November 2011 (the “Announcement”) in respect of the Prospective Transaction. Terms used herein shall have the same meanings as defined in the Announcement unless the context requires otherwise.

** for identification purposes only*

THE SUPPLEMENTAL MEMORANDUM OF UNDERSTANDING

The Board announces that further to the MOU dated 15 November 2011, the Prospective Seller and MRI entered into a supplemental memorandum of understanding on 13 February 2012 (the “SMOU”) extending the Exclusivity Period for a further ninety (90) days as additional time is required for the parties to finalize, fine-tune and negotiate further the transaction structure and the commercial terms. Save for the extension of the Exclusivity Period, no other amendments were made to the MOU.

The MOU (as amended by the SMOU) may or may not lead to the entering of the Definitive Agreement and the transaction contemplated thereunder may or may not be consummated.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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

Hong Kong, 13 February 2012

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

Executive Directors:

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

Mr. Lai Wing Hung

Mr. Wong Shui Lung

Non-executive Director:

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

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 websites of the Company at <http://www.merdeka.com.hk> and <http://www.irasia.com/listco/hk/merdeka>.