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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)

ANNOUNCEMENT RELATING TO SUPPLEMENTAL AGREEMENT REGARDING VERY SUBSTANTIAL ACQUISITION

Reference is made to the announcements of Merdeka Resources Holdings Limited (the “Company”) dated 25 September 2012 (the “Announcement”), 10 October 2012 (the “Clarification Announcement”), 27 November 2012 (the “First Delay Despatch Announcement”), 31 December 2012 (the “Long Stop Date Announcement”), 31 January 2013, 31 March 2013, 28 June 2013, 30 September 2013 (the “Delay Dispatch Announcements”) and 9 October 2013 (the “Supplemental Agreement Announcement”) in relation to, inter alia, the proposed acquisition of 100% issued share capital of Ever Hero Group Limited. Terms used herein shall have the same meanings as those defined in the Announcement unless the context herein requires otherwise.

THE SUPPLEMENTAL AGREEMENT

On 28 October 2013, the Purchaser entered into a supplemental agreement with the Vendor to revise certain terms of the Acquisition Agreement (the “Supplemental Agreement”). The principal amendments contemplated under the Supplemental Agreement are set out below:

Payment of Consideration

Pursuant to the Supplemental Agreement, the Consideration shall be satisfied by the Company in the following manner:

- (i) the total consideration payable to the Vendor was reduced from HK\$80 million to HK\$71 million;
- (ii) the consideration that shall be settled by way of Promissory Note to be issued by the Company on Completion was decreased from HK\$60 million to HK\$51 million; and
- (iii) the Purchaser shall satisfy the remaining Consideration of HK\$20 million in cash to the Vendor as deposit upon entering into the Acquisition Agreement.

* *For identification purposes only*

Revised condition precedent

Pursuant to the Supplemental Agreement, the Purchaser and the Vendor further agreed to amend a condition precedent such that the valuation report on the Target Company issued by a valuer nominated by the Purchaser, showing the valuation of the entire Target Company shall be changed from being not less than HK\$106,000,000 to being not less than HK\$74,000,000 to the satisfaction of the Purchaser.

Save as disclosed above, all other terms and conditions of the Acquisition Agreement shall remain in full force and effect.

Reasons for the amendments to terms of Acquisition Agreement

Taking into the short term impact on the information system industry in Hong Kong from the global economy crisis, pursuant to the Supplemental Agreement, the Purchaser and the Vendor agreed to adjust a condition precedent such that the valuation report on the Target Company issued by a valuer nominated by the Purchaser showing the valuation of the entire Company being not less than HK\$74,000,000 to the satisfaction of the Purchaser. On the other hand, the Purchaser and the Vendor also agreed to reduce the total consideration payable to the Vendor from HK\$80 million to HK\$71 million.

As the Group has been actively seeking opportunities to improve its profitability, the Directors consider that such Acquisition represents a good opportunity for the Company to enter into information system industry due to (i) the Target Company has developed a solid reputation and basis in the multi-media gaming industry in Hong Kong; and (ii) the increasing trend in the use of information systems for both households and business establishments in accordance to the report published by Census and Statistics Department of Hong Kong named "Hong Kong as an Information Society 2013 Edition", which implies a prosperous future in the information system industry in Hong Kong. In view of the factors above, the Directors consider that the amendments to the terms of Acquisition Agreement are fair and reasonable, and are in the interest of the Company and the Shareholders as a whole.

As stated in the Delay Despatch Announcements, a circular containing, among other things, (i) further details of the Acquisition (as amended by the Supplemental Agreement) and the transactions contemplated thereunder; (ii) other information as required under the GEM Listing Rules; and (iii) the notice convening the EGM, is expected to be despatched to the Shareholders on or before 31 December 2013.

As completion of the Acquisition is subject to the fulfillment of a number of conditions precedent and may or may not proceed, Shareholders and potential investors should exercise caution when dealing with the Shares.

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

Hong Kong, 28 October 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 websites of the Company at <http://www.merdeka.com.hk>.