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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, 30 December 2013 (the “Delay Despatch Announcements”), 9 October 2013 and 28 October 2013 (the “Supplemental Agreement Announcements”) 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 3 January 2014, 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:

Amendment to condition precedent

In connection with the undertaking of borrowings by any of the member(s) of the Target Group granted from the Vendor or its subsidiaries, such member will be required to enter into a loan agreement with the Hong Kong Company prior to Completion. In this regard, an additional condition precedent is added pursuant to the Supplemental Agreement.

Accordingly, the Purchaser and the Vendor agreed to amend a condition precedent such that the entering between the Hong Kong Company and Mr. Kong Lung Cheung (“Mr. Kong”), the director of the Hong Kong Company, into an interest free loan agreement for a term of one year commencing from the Completion Date in respect of the amount owed by Mr. Kong to the Hong Kong Company as at the Completion Date (the “Loan Agreement”) and the approval of the Loan Agreement in an extraordinary general meeting of the shareholders of the Company pursuant to the GEM Listing Rules being obtained.

* *For identification purposes only*

Revised Long Stop Date

Pursuant to the Supplemental Agreement, the Long Stop Date shall be extended to 30 June 2014. As more time is needed for the fulfillment of the conditions precedent to which the Completion is subject to, the Company entered into the Supplemental Agreement with the Vendor to further extend the Long Stop Date from 31 March 2014 to 30 June 2014.

Other than the amendment above, all other terms and conditions of the Acquisition Agreement shall remain in full force and effect.

LISTING RULES IMPLICATION

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 March 2014.

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, 3 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 websites of the Company at <http://www.merdeka.com.hk>.