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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)

CONTINUING CONNECTED TRANSACTIONS IN RELATION TO THE LOAN AGREEMENT AND DELAY IN DESPATCH OF CIRCULAR

Reference is made to the Announcement in relation to, inter alia, the continuing connected transactions constituted by the transactions contemplated under the Loan Agreement.

The Board announces that on 21 February 2014 (after the trading hours), the Loan Agreement has been entered into by the Lender and the Borrower. As at the date of this announcement, the Principal Sum is HK\$12,488,407 representing the total outstanding amount due from the Borrower to the Lender on the date of the Loan Agreement under the terms and conditions of the Loan Agreement.

Furthermore as additional time is required to finalise the information to be included in the Circular pursuant to the GEM Listing Rules, the despatch date of the Circular will be postponed from 22 February 2014 to a date falling on or before 21 March 2014.

Reference is made to the announcement of the Company dated 7 February 2014 (the “**Announcement**”) in relation to, inter alia, the continuing connected transactions constituted by the transactions contemplated under the Loan Agreement. Terms used herein shall have the same meanings as those defined in the Announcement unless the context herein requires otherwise.

* *For identification purpose only*

THE LOAN AGREEMENT

The Board announces that on 21 February 2014 (after the trading hours), the Loan Agreement has been entered into by the Lender and the Borrower. As at the date of this announcement, the Principal Sum is HK\$12,488,407 representing the total outstanding amount due from the Borrower to the Lender on the date of the Loan Agreement under the terms and conditions of the Loan Agreement.

DELAY IN DESPATCH OF CIRCULAR

As stated in the Announcement, a circular (the “**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.

As additional time is required to finalise the information to be included in the Circular pursuant to the GEM Listing Rules, the despatch date of the Circular will be postponed from 22 February 2014 to a date falling on or before 21 March 2014.

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

Hong Kong, 21 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>.