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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)

CHANGE OF AUDITORS

The Board proposes, with the recommendation of its Audit Committee, to Shareholders to reconsider to appoint Elite Partners as the auditors of the Group to fill the casual vacancy left by the resignation of Crowe Horwath and to hold office until the conclusion of the next annual general meeting of the Company.

A circular containing details of the change of auditors, including the reasons and benefits for appointing Elite Partners as auditors of the Group and the notice of the Fresh EGM will be despatched to the Shareholders as soon as practicable.

Reference is made to the announcements of Merdeka Resources Holdings Limited (the “Company”) dated 20 December 2012 and 11 January 2013, the circular of the Company dated 24 December 2012 (the “Circular”) and the notice of the extraordinary general meeting of the Company (the “EGM Notice”) dated 24 December 2012, in relation to change of auditors of the Group. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless the context otherwise requires.

CHANGE OF AUDITORS

The Board announces on 11 January 2013 that at the EGM, the ordinary resolution set out in the EGM Notice was not passed by the Shareholders, the casual vacancy left by the resignation of Crowe Horwath was therefore not filled.

Accordingly, the audit and release of the annual results of the Company for the financial year ended 31 December 2012 may thus be affected if a successor is not appointed promptly to fill the casual vacancy of auditors of the Group.

* *For identification purpose only*

In light of the limited time frame and in order to avoid the risk of delay in publication of the annual results of the Company for the year ended 31 December 2012 and the despatch of the annual report 2012, the Board proposes, with the recommendation of its Audit Committee, to the Shareholders to reconsider to appoint Elite Partners CPA Limited (“Elite Partners”) as the auditors of the Group to fill the casual vacancy left by the resignation of Crowe Horwath and to hold office until the conclusion of the next annual general meeting of the Company.

Pursuant to the articles of association of the Company, the Board shall convene a fresh extraordinary general meeting (“Fresh EGM”) for considering, and if thought fit, approving Elite Partners’ appointment as auditors of the Group to fill in casual vacancy left by the resignation of Crowe Horwath.

A circular containing details of the change of auditors, including the reasons and benefits for appointing Elite Partners as auditors of the Group and the notice of the Fresh EGM will be despatched to the Shareholders as soon as practicable.

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

Hong Kong, 15 January 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

Mr. Ma Hang Kon, Louis

Non-executive Director:

Mr. Wong Chi Man

Independent Non-executive Directors:

Mr. Lam Kin Kau, Mark

Ms. Yeung Mo Sheung, Ann

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 website of the Company at <http://www.merdeka.com.hk>.