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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)

VERY SUBSTANTIAL ACQUISITION AND FURTHER DELAY IN DESPATCH OF CIRCULAR

Reference is made to the Announcement, the Clarification Announcement, the Delay Despatch Announcement and the Long Stop Date Announcement in relation to, inter alia, the proposed acquisition of 70% issued share capital of Ever Hero Group Limited. As additional time is required to finalise the financial information to be included in the Circular pursuant to the GEM Listing Rules, the despatch date of the Circular will be further postponed from 31 January 2013 to a date falling on or before 31 March 2013.

If the Circular is not despatched on or before 31 March 2013, the Long Stop Date may thus be affected and be extended to such later date to be agreed between the Company and the Vendor in writing.

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.

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 “Delay Despatch Announcement”) and 31 December 2012 (the “Long Stop Date Announcement”) in relation to, inter alia, the proposed acquisition of 70% issued share capital of Ever Hero Group Limited. Terms used herein shall have the same meanings as defined in the Announcement unless defined otherwise.

** for identification purposes only*

As stated in the Announcement, a circular (the “Circular”) containing, among other things, (i) further details of the Acquisition 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 27 November 2012.

As stated in the Delay Despatch Announcement, the Circular will be despatched on or before 31 January 2013. As additional time is required to finalise the financial information to be included in the Circular pursuant to the GEM Listing Rules, the despatch date of the Circular will be further postponed from 31 January 2013 to a date falling on or before 31 March 2013.

As stated in the Long Stop Date Announcement, the Long Stop Date was extended to 31 March 2013, accordingly, if the Circular is not despatched on or before 31 March 2013, the Long Stop Date may thus be affected and be extended to such later date to be agreed between the Company and the Vendor in writing.

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.

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

Hong Kong, 31 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>.