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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: 08163)

MEMORANDUM OF UNDERSTANDING IN RESPECT OF POSSIBLE INVESTMENT

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules.

The Board is pleased to announce that on 17 February 2014 (after the trading hours), Gold Coin has entered into the MOU with Mian Yang Heng Da pursuant to which Gold Coin is intended to subscribe for the 60% of the enlarged share capital of Mian Yang Heng Da. The MOU is non-binding in nature. As at the date of this announcement, no legally binding agreement or contract relating to the Possible Investment has been agreed or entered into by the Company. The Company will keep the Shareholders and public investors informed of any material development in connection with the Possible Investment by way of further announcement(s) as and when appropriate.

As the Possible Investment may or may not proceed, the Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules.

POSSIBLE INVESTMENT

The Board is pleased to announce that on 17 February 2014 (after the trading hours), the Company has through its indirect wholly owned subsidiary, Gold Coin, entered into the MOU with Mian Yang Heng Da pursuant to which the Gold Coin is intended to subscribe for the 60% of the enlarged share capital of Mian Yang Heng Da.

** for identification purposes only*

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, Mian Yang Heng Da and its ultimate beneficial owner(s) are independent third parties who are not connected persons of the Company as defined in the GEM Listing Rules and are independent of the Company and connected person(s) of the Company.

Mian Yang Heng Da is a company engaging in the development, transfer and services for worldwide web products in information technology; manufacturing and sales of electronic products and accessories; corporate information management consulting services; computer network engineering and sales, installation and maintenance of computer based equipment. Mian Yang Heng Da is actively developing the mobile games and the cloud based city Wi-Fi application software.

PRINCIPAL TERMS OF THE MOU

Pursuant to the MOU, subject to further negotiations between the Company and Mian Yang Heng Da, the proposed amount for the Possible Investment and the method and timing of its payment or settlement are to be negotiated and agreed.

The MOU is non-binding in nature.

As at the date of this announcement, no legally binding agreement or contract relating to the Possible Investment has been agreed or entered into by the Company. The Company will keep the Shareholders and public investors informed of any material development in connection with the Possible Investment by way of further announcement(s) as and when appropriate.

REASONS FOR THE MOU

The Group is engaged in forestry business, plantation business and trading business, including the trading of agricultural-related products and various brands of milk powder products to customers based in Hong Kong and distributorship of information technology products with technical support services.

As disclosed in various communications by the Company with its shareholders and public investors, the Group, besides actively expands into the trading of dispensary-related products to increase the variety of products for trading business, strives to complete the proposed acquisition of Ever Hero Group and leveraging on its reputation and experiences in online games as a new business opportunity.

The Company is looking forward to the exploding mobile game market, value of which is growing tremendously with relatively low barriers to entry. Leveraging on the reputation and experience of Ever Hero Group in online and mobile game industry and with the Company's capabilities in relation to the provision of virtualization solutions such as cloud computing and server management by its indirect wholly owned subsidiary, Quasicom Systems Limited, the Company feels that mobile game industry would be a possible business opportunity for the Company to explore.

As Mian Yang Heng Da is developing its mobile games and the cloud based city wifi application software, the Possible Investment is in line with the Group's business development plans.

As the Possible Investment may or may not proceed, the Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, unless the context does not permit or otherwise requires, the following terms shall have the following meanings:

“Board”	the board of Directors
“Company”	Merdeka Resources Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the GEM
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	directors of the Company
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM
“Gold Coin”	Gold Coin Development Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly owned subsidiary of the Company

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“MOU”	the non-binding memorandum of understanding dated 17 February 2014 entered into between Gold Coin and Mian Yang Heng Da in respect of the Possible Investment
“Mian Yang Heng Da”	Mian Yang Heng Da Information Technology Limited, a company incorporated in the PRC
“PRC”	The People's Republic of China
“Possible Investment”	the possible subscription for the 60% of the enlarged share capital of Mian Yang Heng Da by Gold Coin
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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

Hong Kong, 17 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>.