

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, accountant or other professional adviser.

If you have sold or transferred all your shares in **Merdeka Resources Holdings Limited** (the “**Company**”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held on Friday, 21 March 2014 at 11:00 a.m. at Jasmine Room, 3/F., Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong is set out on pages 6 to 7 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also available at the websites of the Stock Exchange and the Company. Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the appointed time for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

This circular 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>.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“Announcement”	the announcement of the Company dated 17 February 2014 in respect of the Proposed Change of Company Name
“Board”	the board of Directors
“Company”	Merdeka Resources Holdings Limited (Stock Code: 8163), a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM
“Director(s)”	directors of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, approve, the Proposed Change of Company Name
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Merdeka Resources Holdings Limited” to “Merdeka Mobile Group Limited” and upon the English name change becoming effective, the Chinese name “萬德移動集團有限公司” will be adopted to replace “萬德資源集團有限公司” for identification purposes only
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

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)

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

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

British West Indies

*Head Office and Principal Place
of Business in Hong Kong:*

Room 1502

Chinachem Century Tower

178 Gloucester Road

Wanchai, Hong Kong

26 February 2014

To the Shareholders,

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME

INTRODUCTION

Reference is made to the Announcement in relation to the Proposed Change of Company Name.

The purpose of this circular is to provide you with the information regarding the special resolution to be proposed at the EGM for the Proposed Change of Company Name and to give you the notice convening the EGM.

* For identification purpose only

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Merdeka Resources Holdings Limited” to “Merdeka Mobile Group Limited” and upon the English name change becoming effective, to adopt the Chinese name “萬德移動集團有限公司” to replace “萬德資源集團有限公司” for identification purposes only.

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

1. the passing of a special resolution by the Shareholders at the EGM approving the Proposed Change of Company Name; and
2. the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name.

Subject to the fulfilment of the above conditions, the Proposed Change of Company Name will take effect on the date of the Certificate of Incorporation on Change of Name to be issued by the Registrar of Companies in the Cayman Islands. The Company will carry out all necessary filing procedures in Hong Kong upon the Proposed Change of Company Name becoming effective.

Reasons for the Proposed Change of Company Name

The Company is an investment holding company with its subsidiaries principally 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 the Group’s activities include information technology business, the Proposed Change of Company Name will better reflect the future expansion and diversifications of the Company’s business into the information technology based mobile games and application software business and provide the Company with a fresh corporate identity and image.

The Board is, therefore, of the view that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders or the daily business operation and financial position of the Group. The existing certificates of securities in issue bearing the present name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be valid as documents of title to such securities and will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing the new name of the Company. Once the Proposed Change of Company Name has become effective, new certificates of securities will be issued only in the new name of the Company.

Further announcement(s) will be made by the Company in relation to the results of the EGM, the effective dates of the Proposed Change of Company Name, and the new stock short names of the Company (if any) under which the Shares will be traded on GEM.

EGM

The EGM will be convened to consider and, if thought fit, approve the Proposed Change of Company Name.

A notice convening the EGM to be held on Friday, 21 March 2014 at 11:00 a.m. at Jasmine Room, 3/F., Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong is set out on pages 6 to 7 of this circular.

At the EGM, a special resolution approving the Proposed Change of Company Name will be proposed. Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the appointed time for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

As no Shareholder has any material interest in the Proposed Change of Company Name, no Shareholder shall be required to abstain from voting in favour of the special resolution regarding the Proposed Change of Company Name at the EGM.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the EGM will demand a poll on the special resolution put forward at the EGM pursuant to article 66 of the articles of association of the Company.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

RECOMMENDATION

The Board believes that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole and accordingly the Board recommends the Shareholders to vote in favour of the special resolution to be proposed at the EGM.

By the Order of the Board
Merdeka Resources Holdings Limited
Mr. Cheung Wai Yin, Wilson
Chairman and Chief Executive Officer

MERDEKA

MERDEKA RESOURCES HOLDINGS LIMITED

(萬德資源集團有限公司*)

(Incorporated in the Cayman Islands with limited liability)

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NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Merdeka Resources Holdings Limited (the “**Company**”) will be held on Friday, 21 March 2014 at 11:00 a.m. at Jasmine Room, 3/F., Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as special resolution:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the proposed change of the English name of the Company from “Merdeka Resources Holdings Limited” to “Merdeka Mobile Group Limited” be and is hereby approved, and upon the English name change becoming effective, the Chinese name “萬德移動集團有限公司” be and is hereby adopted to replace “萬德資源集團有限公司” for identification purposes only, and that any one of the directors of the Company be and is hereby authorised to attend to any necessary registration and/or filing for and on behalf of the Company and do all such acts and things and execute all such documents and make such arrangements as he/she may, in his/her absolute discretion, consider necessary or expedient in connection with the implementation of or to giving effect to the aforesaid and the transactions contemplated hereunder.”

By the Order of the Board
Merdeka Resources Holdings Limited
Mr. Cheung Wai Yin, Wilson
Chairman and Chief Executive Officer

Hong Kong, 26 February 2014

*Head Office and Principal Place of
Business in Hong Kong:*
Room 1502
Chinachem Century Tower
178 Gloucester Road
Wanchai, Hong Kong

Registered Office:
Cricket Square
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Grand Cayman KY1-1111
Cayman Islands
British West Indies

* *For identification purpose only*

NOTICE OF EGM

Notes:

1. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the share register of the Company in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of the Articles of Association of the Company be deemed joint holders thereof.
2. Any member entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
3. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof should he/she so wish, and in such event, the form of proxy shall be deemed to be revoked.
4. The form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. All voting by the members at the Meeting shall be conducted by way of poll.