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SINO RESOURCES GROUP LIMITED
(carrying on business in Hong Kong as Sino Gp Limited)
神州資源集團有限公司*
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 223)

**ANNOUNCEMENT
PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE**

AND

**TERMINATION OF LETTER OF INTENT
AND
CESSATION OF DISCUSSION IN RELATION TO
THE POSSIBLE ACQUISITION**

Reference is made to the announcement (the “Announcement”) of Sino Resources Group Limited (the “Company”) dated 27 June 2013 relating to the Letter of Intent dated 26 June 2013 among the Company, 青海省三江水電開發股份有限公司 (Qinghai Province Sanjiang Hydropower Development Co., Ltd.*) (“Vendor A”) and 惠州市業成實業集團有限公司 (Huizhou Yecheng Industry Group Co., Ltd.*) (“Vendor B”, together with Vendor A, the “Vendors”) relating to the Possible Acquisition and the update announcements dated 25 July 2013, 26 August 2013, 24 September 2013, 24 October 2013, 25 November 2013, 23 December 2013, 24 January 2014, 24 February 2014, 24 March 2014, 24 April 2014, 23 May 2014, 23 June 2014, 23 July 2014, 22 August 2014, 22 September 2014, 22 October 2014, 21 November 2014, 23 December 2014, 22 January 2015, 23 February 2015 and 24 March 2015 in relation thereto. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

**TERMINATION OF THE LETTER OF INTENT AND CESSATION OF
DISCUSSION IN RELATION TO THE POSSIBLE ACQUISITION**

The Company announces that on 24 April 2015, the Company, Vendor A and Vendor B (the “Vendors”) entered into a termination deed (the “Termination Deed”) whereby the parties agreed to terminate the Letter of Intent. The Termination Deed shall take effect

upon full settlement by the Vendors of their portion of all professional expenses and outgoings in connection with the Possible Acquisition. Upon termination, the Letter of Intent shall have no further force or effect and all obligations of the Company and the Vendors thereunder shall cease and terminate.

Since the Company and the Vendors entered into the Letter of Intent on 26 June 2013, the Company has published announcements to update the shareholders and potential investors on the progress of the discussion in relation to the Possible Acquisition on a monthly basis pursuant to Rule 3.7 of the Takeovers Code. As disclosed in the update announcement dated 23 July 2014 and the update announcements issued thereafter, the parties have encountered difficulties in pursuing the PRC restructuring of the Target Group and in particular, the approvals in connection with the PRC restructuring have not been obtained from the relevant PRC authorities as of the date hereof. The Company understands from the Vendors that it is uncertain as to when the said approvals will be obtained. As such, in order to avoid incurring further costs and expenses, the Company decided to discontinue its discussion with the Vendors on the Possible Acquisition and entered into the Termination Deed on 24 April 2015.

The Board considers that the termination of the Letter of Intent would have no material adverse impact on the financial and operational position of the Group.

GENERAL

Following the entering into of the Termination Deed on 24 April 2015, the offer period for the purposes of the Takeovers Code will end on the date of this announcement.

The Board confirms that, with the cessation of discussion with the Vendors on the Possible Acquisition, the Company is not as at the date of this announcement (i) in discussion or negotiation with any party in respect of any possible transaction involving issue of Shares which may lead to a change in control of the Company; or (ii) aware of or informed by any shareholder of the Company who is in discussion or negotiation with any party in respect of any disposal of the Shares which may have implications under Rule 26.1 of the Takeovers Code.

Shareholders of the Company and public investors are urged to exercise extreme caution when dealing in the Shares and/or other securities of the Company.

By Order of the Board
Sino Resources Group Limited
(carrying on business in Hong Kong as Sino Gp Limited)
Geng Ying
Chairman

Hong Kong, 24 April 2015

As at the date of this announcement, the executive Directors are Ms. Geng Ying, Mr. Gao Feng and Mr. Chiu Sui Keung, the non-executive Director is Mr. Wang Xihua and the independent non-executive Directors are Mr. Cheng Wing Keung Raymond, Mr. Williamson Lam and Mr. Wong Hoi Kuen.

All the Directors jointly and severally accept fully responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

** For identification purposes only*