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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)

(1) LATEST STATUS OF THE COAL MINE COMPANY
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LATEST STATUS OF THE COAL MINE COMPANY

Reference is made to the Company's announcements dated 18 May 2009, 1 June 2009, 16 July 2009 and 20 July 2009 respectively in relation to the Coal Mine Company.

It is believed that, due to the influence of the Mine Seller, the Existing Management Team (i) is confused as to the ownership of the Coal Mine Company; and (ii) has discontentment with, and is reluctant to accept, the take-over of the New Management Company and the New Management Team appointed by the Target Company.

In order to resolve the above issues, the Company has sought assistance from the local PRC government authorities and is seeking legal advice from the Company's PRC legal adviser as to appropriate steps to be taken. Further announcement(s) will be made when material developments take place.

POSTPONEMENT OF BOARD MEETING, DELAY IN ANNUAL RESULTS ANNOUNCEMENT AND DESPATCH OF ANNUAL REPORT

As it takes time to resolve the above issues, the Company requires additional time to prepare information for the Auditors to complete their audit procedures in connection with the Annual Results.

The Board Meeting, which was originally scheduled to be held on 30 July 2009, is postponed to be held on or before 31 October 2009. The Company will notify the Stock Exchange and Shareholders in accordance with the requirements of the Listing Rules once the rescheduled Board Meeting date is fixed. Accordingly, there will be a delay in announcement of the Annual Results to be made on or before 31 October 2009 and the Annual Report will be despatched on or before 5 November 2009.

CONTINUED SUSPENSION OF TRADING

The delay in Annual Results announcement for the year ended 31 March 2009 and despatch of Annual Report will constitute a breach of Rules 13.49(1) and 13.46(2) of the Listing Rules. Trading in the Shares has been suspended commencing from 9:30 a.m. on 28 July 2009 pending the release of this announcement, which will continue pending the release and despatch of the Annual Results in accordance with the Listing Rules.

Shareholders and potential investors of the Company should exercise caution when dealing in the Shares and/or securities of the Company.

LATEST STATUS OF THE COAL MINE COMPANY

Reference is made to the Company's announcements dated 18 May 2009, 1 June 2009, 16 July 2009 and 20 July 2009 respectively in relation to the Coal Mine Company (the "Announcements"). Terms used herein shall bear the same meanings as ascribed to them in the Announcements.

The Board would like to inform shareholders of the Company ("Shareholders") the latest status and certain events relating to the Coal Mine Company pursuant to Rule 13.09(1) of the Listing Rules:

1. On 18 June 2009, the Company received from the Coal Mine Company a notice issued by the Mine Seller on 18 May 2009 pursuant to which, among other things, the Mine Seller warned the Coal Mine Company (i) not to permit the Company and other parties to perform activities including audit work and stock take; and (ii) the Coal Mine Company should not address to any request made by the Company and the Target Company, until final decision is held by the PRC Court.

On 25 June 2009, the PRC legal adviser issued a letter to the Mine Seller on behalf of the Target Company, which was copied to the Coal Mine Company and relevant government authorities, raising objection to the Mine Seller's interference.

The Board has noticed that the interference of the Mine Seller has, to certain extent, imposed negative impact on the current senior management of the Coal Mine Company (the “Existing Management Team”) and the Existing Management Team is confused with regard to the ownership of the Coal Mine Company.

Notwithstanding this, as mentioned in the Company’s announcement dated 18 May 2009, the Company would like to reiterate the PRC legal adviser’s opinions that the Transfer was and is valid, and the Target Company has obtained the legal title to the Coal Mine Company. Further, the amount of RMB140 million had already been paid into the Haerbin Intermediate Court according to the Intermediate Court Decrees and the Third Party Notice. As both the Target Company and the PRC legal adviser have not yet received any further instruction or order from the PRC Court since the hearing date of 22 July 2009 up to the date of this announcement, the Board considers that it would be appropriate to wait for instructions or orders from the PRC Court in due course.

2. On 1 July 2009, the Target Company appointed 黑龍江建煤礦業有限公司 (Heilongjiang Jianmei Kuangye Co., Ltd.) to manage the overall operations and monitor the safety production of the Coal Mine Company (the “New Management Company”). During the period from 9 July 2009 to 24 July 2009, the Target Company issued several notices to the Coal Mine Company for the dismissal of three directors of the Coal Mine Company and the appointment of new chairman and directors (the “New Management Team”).

However, it is believed that, due to the influence of the Mine Seller, the Existing Management Team (i) is confused as to the ownership of the Coal Mine Company; and (ii) has discontentment with, and is reluctant to accept, the take-over of the New Management Company and the New Management Team. In this regard, the Board considers that more time and efforts are required for the peaceful handover to the New Management Company and the New Management Team during this transitional period.

In order to resolve the above issues, the Company has sought assistance from the local PRC government authorities and is seeking legal advice from the Company’s PRC legal adviser as to appropriate steps to be taken.

Further announcements will be made when material developments take place.

POSTPONEMENT OF BOARD MEETING, DELAY IN ANNUAL RESULTS ANNOUNCEMENT AND DESPATCH OF ANNUAL REPORT

Reference is made to the announcement of the Company dated 20 July 2009 in relation to the notice of the meeting (the “Board Meeting”) of the Board to be held on 30 July 2009 to consider and approve, among other things, the final results of the Company and its subsidiaries (the “Group”) for the year ended 31 March 2009 (the “Annual Results”).

As it takes time to resolve the above issues, the Company requires additional time to prepare information for the auditors of the Company (the “Auditors”) to complete their audit procedures in connection with the Annual Results. Outstanding audit work are mainly audit procedures in respect of the financial statements of the Coal Mine Company such as (i) stock-take; and (ii) Auditors’ several enquiries that have to be addressed by the Coal Mine Company, questions on the local auditors’ report and long outstanding trade receivables, etc.

The Board wishes to announce that the Board Meeting, which was originally scheduled to be held on 30 July 2009, is postponed to be held on or before 31 October 2009. The Company will notify the Stock Exchange and Shareholders in accordance with the requirements of the Listing Rules once the rescheduled Board Meeting date is fixed. Accordingly, there will be a delay in announcement of the Annual Results to be made on or before 31 October 2009 and the Company’s annual report for the year ended 31 March 2009 (the “Annual Report”) will be despatched on or before 5 November 2009.

Pursuant to Rule 13.49(1) and Rule 13.46(2) of the Listing Rules, the Company is required to publish the Annual Results and despatch the Annual Report (including its audited annual accounts) to Shareholders no later than four months after the date upon which the Company’s financial year ends, that is, on or before 31 July 2009. However, due to the reasons disclosed above, the Company will be unable to publish the Annual Results and despatch the Annual Report on or before 31 July 2009 and such delay will constitute a breach of Rules 13.49(1) and 13.46(2) of the Listing Rules. The Company is using its best endeavours to complete all the work required in finalizing the Annual Results and the Annual Report.

The Directors confirm that they have not dealt in the Company’s securities since 31 May 2009 and that they will not deal in the securities of the Company until the Group’s audited annual results for the year ended 31 March 2009 are announced. Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities during the period from 31 May 2009 to the date of this announcement.

CONTINUED SUSPENSION OF TRADING

The delay in Annual Results announcement for the year ended 31 March 2009 and despatch of Annual Report will constitute a breach of Rules 13.49(1) and 13.46(2) of the Listing Rules. Trading in the Shares has been suspended commencing from 9:30 a.m. on 28 July 2009 pending the release of this announcement, which will continue pending the release and despatch of the Annual Results in accordance with the Listing Rules.

Shareholders and potential investors of the Company should exercise caution when dealing in the Shares and/or securities of the Company.

By Order of the Board
Sino Resources Group Limited
(carrying on business in Hong Kong as Sino Gp Limited)
Chow Chi Fai
Company Secretary

Hong Kong, 30 July 2009

As at the date of this announcement, the executive Directors are Mr. Hung Chen Richael, Mr. Gao Feng, Mr. Chiu Sui Keung and Mr. Sun Wei, and the independent non-executive Directors are Mr. Tang Ping Sum, Mr. Cheng Wing Keung Raymond and Mr. Lu Xin.

** for identification purposes only*