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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)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Based on the preliminary review of the draft management accounts of the Company for the year ended 31 March 2013, the Group shall record a significant decrease in revenue and a significant loss for the year ended 31 March 2013 as compared to the corresponding period in 2012.

The information contained in this announcement is only based on a preliminary assessment by the Board based on information currently available to it, including the management accounts of the Company for the year ended 31 March 2013, which have not been confirmed nor audited by the Company's independent auditors. **Shareholders and potential investors should exercise caution when dealing in the shares of the Company.**

This announcement is made by Sino Resources Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform shareholders of the Company and potential investors that based on the preliminary review of the draft management accounts of the Company for the year ended 31 March 2013, the Group shall record a significant decrease in revenue and a significant loss for the year ended 31 March 2013 as compared to the corresponding

period in 2012. The expected reduction in revenue and significant loss are mainly attributable to (i) the expiry of both the Master Project Management Agreement with Group Idea International Limited on 5 April 2012 and the Sales Agency Agreement with Kenfair Exhibition (Hong Kong) Limited on 31 October 2012 respectively of the Group's exhibition business; (ii) minimal revenue generated from Heilongjiang Derong Coal Industrial Co., Ltd. ("**Derong**") as mentioned in the Company's interim report for 2012; (iii) a significant increase in impairment loss due to a decline in the carrying value of goodwill attributable to the poor performance of Derong; and (iv) increased finance costs and interest expenses as compared to the corresponding period in 2012. The possible impairment loss is a non-cash accounting treatment in accordance with Hong Kong Financial Reporting Standards and it will have no effect on the cash flow for the Group's operation.

The information contained in this announcement is only based on a preliminary assessment by the Board based on information currently available to it, including the management accounts of the Company for the year ended 31 March 2013, which have not been confirmed nor audited by the Company's independent auditors. Shareholders and the potential investors are advised to read carefully the final results announcement and annual report of the Company which are expected to be published by the end of June 2013 and July 2013, respectively.

Shareholders and potential investors should exercise caution when dealing in the shares 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, 10 April 2013

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

* *For identification purposes only.*