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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 Sino Resources Group Limited (the “Company”, together with its subsidiaries, the “Group”) pursuant to the Inside Information Provisions (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”)) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09(2)(a) of the Listing Rules.

The board of directors (the “Board”) of the Company wishes to inform its shareholders and potential investors that having reviewed the unaudited management accounts of the Group (the “Management Accounts”) for the six months ended 30 September 2015 (the “Interim Period”), the Board expects that the Group will have an increase in loss for the period approximately HK\$44,000,000 as compared to the same period in 2014. The increase in loss is mainly attributable to the followings:

- (i) A substantial increase in the staff costs of share-based payment of approximately HK\$20,950,000 for the Interim Period as result of the grant of 249,400,000 share options on 22 September 2015 to the directors and employees of the Group.
- (ii) Loss on disposal of financial assets of approximately HK\$3,625,000 for the investment of 10.5% issued share capital of Sino United Energy Investment Co., Ltd incurred during the Interim Period; and
- (iii) Gain on disposal of shares of approximately HK\$21,330,000 recorded in the corresponding period in 2014 which was an one-off item.

Therefore the loss for the period attributable to owners of the Company significantly increase during the Interim Period. The above item (i) and (ii) are non-cash items which would not affect the Company’s operation and working capital.

The information contained in this announcement is only based on the Company's preliminary assessment of the Management Accounts, which is subject to finalization and has not been reviewed or audited by the Company's auditors. Shareholders of the Company and potential investors are advised to read carefully the interim results announcement of the Company for the Interim Period, which is currently expected to be published on 25 November 2015.

Shareholders of the Company and potential investors are advised to 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)
Zhaog Xiaobin
Chairman

Hong Kong, 19 November 2015

As at the date of this announcement, the executive directors of the Company are Mr. Zhaog Xiaobin, Mr. Gao Feng and Mr. Chiu Sui Keung, non-executive directors of the Company are Ms. Geng Ying, Mr. Shao Zili and Mr. Li Du, and the independent non-executive directors of the Company are Mr. Lam Williamson, Mr. Cheng Wing Keung Raymond, Mr. Wong Hoi Kuen, and Dr. Lam Lee G.

** for identification purpose only*