

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this Announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Announcement.



HAO TIAN RESOURCES GROUP LIMITED

昊天能源集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00474)

FRAMEWORK AGREEMENT

This Announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules.

The Board is pleased to announce that on 3 July 2012, Hao Tian Resources Holding Company Limited, an indirect wholly-owned subsidiary of the Company and Xinjiang Zhuoyue Haorui New Energy Company Limited* (新疆卓越昊睿新能源股份有限公司) entered into the Framework Agreement with the Xinjiang Shaya County People's Government (新疆沙雅縣人民政府), pursuant to which the parties agreed on the framework for the development and processing of alkylol amine from natural gas and oil field wellhead gas recovery and treatment cooperation project.

The Board wishes to emphasise that the cooperation under the Framework Agreement is at a preliminary stage and, save for the details set out in this Announcement, the Framework Agreement does not prescribe any specific timeframe or implementation details relating to capital commitment on the part of the Group. The parties to the Framework Agreement will further discuss and determine details terms of cooperation and further announcement will be made by the Company as and when required in accordance with the Listing Rules.

This Announcement is made by Hao Tian Resources Group Limited (the **Company**, and together with its subsidiaries, the **Group**) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities Listing Rules.

THE FRAMEWORK AGREEMENT

The Board is pleased to announce that on 3 July 2012, Hao Tian Resources Holding Company Limited, an indirect wholly-owned subsidiary of the Company (**Hao Tian**) and Xinjiang Zhuoyue Haorui New Energy Company Limited* (新疆卓越昊睿新能源股份有限公司) entered into a framework agreement (the **Framework Agreement**) with Xinjiang Shaya County People's Government (新疆沙雅縣人民政府), pursuant to which the parties agreed on the cooperation project framework for the development and processing of alkylol amine from natural gas (with projected annual capacity of 600,000 tons) and oil field wellhead gas recovery and treatment (the **Project**).

The principal terms of the Framework Agreement include the following:

- (1) The Xinjiang Shaya County People's Government will ensure annual gas supply in relation to the Project of not less than 1 billion cubic meter at such best discounted price as applicable to Petrochina and Sinopec, and that natural gas will be supplied at rates not higher than prices applicable to enterprises in the Shaya County Recycling Economic Industrial Area;
- (2) The Xinjiang Shaya County People's Government will provide the requisite land in the Shaya County Recycling Economic Industrial Area (沙雅縣循環經濟工業園區) for the Project at discounted rates, ensure access from the Project site to communications, road transportation and public utilities such as water, electricity and gas, and ensure that conditions required for production can be met;
- (3) Hao Tian and Xinjiang Zhuoyue Haorui New Energy Company Limited agree to procure a total investment of RMB1.5 billion (equivalent to approximately HKD1.84 billion) in the Project, subject to final approval of the Project by relevant PRC authorities;
- (4) Hao Tian and Xinjiang Zhuoyue Haorui New Energy Company Limited shall establish a limited company in Shaya County or Aksu Prefecture in Xinjiang for the purpose procuring requisite development and construction in relation to the Project. Within 60 days from the establishment of the said company, Hao Tian and Xinjiang Zhuoyue Haorui New Energy Company Limited shall engage a qualified body to conduct certain works in relation to the Project, including the preparation of a feasibility report, applying for necessary approvals and assessment of natural gas resources; and
- (5) Hao Tian and Xinjiang Zhuoyue Haorui New Energy Company Limited shall be responsible for conducting necessary communications with relevant national and Xinjiang Uygur Autonomous Region government authorities.

INFORMATION ON XINJIANG ZHUOYUE HAORUI NEW ENERGY COMPANY LIMITED

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Xinjiang Zhuoyue Haorui New Energy Company Limited (新疆卓越昊睿新能源股份有限公司) an independent third party of the Company, is a subsidiary of Xinjiang International Industrial Co., Ltd, a company listed on the Shenzhen Stock Exchange. It was established in Urumqi, the PRC on 19 April, 2012, engaging in development and promotion of energy technology research.

REASONS FOR ENTERING INTO THE FRAMEWORK AGREEMENT

The Company has been actively identifying and exploring new business opportunities with a view to enhance the value of the Company. As part of the Company's strategy, the Company wishes to explore opportunities to expand into the natural gas industry. The Board is of the view that the Project provides the Group with a good opportunity as Xinjiang Shaya County People's Government supports the Company to develop the abundant natural gas resources in Shaya County by ensuring the gas supply volume and offering the favorable gas price.

The Board wishes to emphasise that the cooperation under the Framework Agreement is at a preliminary stage and, save for the details set out in this Announcement, the Framework Agreement does not prescribe any specific timeframe or implementation details relating to capital commitment on the part of the Group. The parties to the Framework Agreement will further discuss and determine details terms of cooperation and further announcement will be made by the Company as and when required in accordance with the Listing Rules.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

By order of the Board of
Hao Tian Resources Group Limited
Fok Chi Tak
Company Secretary

Hong Kong, 3 July, 2012

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Ma Lishan and Mr. Xu Hai Ying; and four independent non-executive Directors, namely Mr. Zhu Yongguang, Mr. Ma Lin, Mr. Chan Ming Sun Jonathan and Dr. Zhiliang Ou, JP.

* *English name is translated for identification purpose only*