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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)

**FOURTH SUPPLEMENTAL AGREEMENT  
IN RELATION TO THE ACQUISITION OF  
70.97% ISSUED SHARE CAPITAL OF  
ZHAN SHENG INVESTMENTS LIMITED**

Reference is made to the announcement of the Company dated 31 March 2012 in relation to the discloseable transaction as regards the Acquisition under the Sale and Purchase Agreement, the announcement dated 24 April 2012 in relation the supplemental agreement to the Sale and Purchase Agreement entered into by the parties thereto, the announcement dated 31 May 2012 in relation to the extension of the Long Stop Date and the announcement dated 29 June 2012 in relation to the further extension of the Long Stop Date (the aforesaid announcements are collectively referred to as the “**Announcements**”). Definitions and terms used in this announcement shall have the same meanings as those defined in the Announcements unless otherwise specified.

The Board announces that on 20 August 2012, the Company, the Vendor, Mr. Fung, Mr. Sun Jiandong, Mr. Sun Hao, Mr. Yuen, Ms. Wang Hui (王輝) (“**Ms. Wang**”) and Ms. Liu Xiaoying (劉曉英) (“**Ms. Liu**”) entered into the fourth supplemental agreement (the “**Fourth Supplemental Agreement**”) to amend certain terms and conditions of the Sale and Purchase Agreement (as amended or supplemented by the three supplemental agreements thereto dated 24 April 2012, 31 May 2012 and 29 June 2012 respectively (collectively, the “**Agreements**”). Details of the Fourth Supplemental Agreement are set out as follows:

**Background**

Pursuant to the Supplemental Agreement to the Sale and Purchase Agreement dated 24 April 2012, Hubei Tiegang will be owned as to 77.5% and 22.5% by Zhuhai Tiegang and Mr. Sun Jiandong respectively upon completion of the Revised Target Group Reorganisation. Nonetheless, on 20 August 2012, Mr. Sun Jiandong (as registered and

beneficial owner of 51% equity interest in Hubei Tiegang) and Ms. Liu (as registered owner of 49% equity interest in Hubei Tiegang) applied to the competent PRC authorities for registration of the transfer of 100% equity interest in Hubei Tiegang to Zhuhai Tiegang and Ms. Wang so that Hubei Tiegang will be held as to 77.5% and 22.5% by Zhuhai Tiegang and Ms. Wang respectively upon completion of the Revised Target Group Reorganisation. As a result of the aforesaid change of equity holding structure of Hubei Tiegang, the parties agreed that Mr. Sun Jiandong shall cease to be one of the Guarantors and a party to each of the Agreements while Ms. Wang shall enter into the Fourth Supplemental Agreement as an additional Guarantor under the Agreements.

Further, it is the intention of the parties that the domicile of Hubei Tiegang will be moved to Shenzhen after Completion. In order to simplify the registration process in connection with the social insurance of Hubei Tiegang's employees, the parties agreed that Hubei Tiegang may proceed to complete the social insurance registration for its employees after Completion. The Company agreed to waive one of the conditions precedent to the Sale and Purchase Agreement which requires Hubei Tiegang to complete the registration of social insurance before Completion, subject to an indemnification undertaking to be provided by original equity holder(s) of Hubei Tiegang prior to the Revised Target Group Reorganisation.

## **PRINCIPAL TERMS OF THE FOURTH SUPPLEMENTAL AGREEMENT**

### **1. Change of Guarantor to the Agreements**

- (a) Mr. Sun Jiandong shall cease to be one of the Guarantors to the Agreements and no longer hold any rights or be bound by the obligations under the Agreements (other than those under the undertakings as set out in paragraph 2(b) below); and
- (b) Ms. Wang shall become one of the Guarantors to the Agreements and assume all the rights, obligations and liabilities of a Guarantor under the Agreements.

### **2. WAIVER OF CONDITION PRECEDENT TO THE AGREEMENTS**

- (a) The condition precedent in connection with the social insurance registration by Hubei Tiegang before Completion as set out under the Sale and Purchase Agreement shall be waived by the Company and removed therefrom; and
- (b) The original shareholder(s) of Hubei Tiegang prior to the Revised Target Group Reorganisation shall undertake to the Company that they will be responsible for any legal and financial liabilities arising from Hubei Tiegang's non-compliance with the Labour Contract Law (勞動合同法), Social Insurance Law (社會保險法) and/or other related laws and regulations in connection with social insurance of Hubei Tiegang's employees.

Save as amended by the Fourth Supplemental Agreement, all other terms and conditions of the Agreements remain unchanged.

As at the date of this announcement, Ms. Wang and Ms. Liu are independent third parties (as defined in the Listing Rules) to the Company.

The Directors consider that the terms and conditions of the Fourth Supplemental Agreement are fair and reasonable and are in the interests of the Company and its shareholders as a whole.

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

Hong Kong, 20 August 2012

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

*\* for identification purposes only*