

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.



LOUDONG GENERAL NICE RESOURCES (CHINA) HOLDINGS LIMITED

樓東俊安資源(中國)控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 988)

**FIFTH SUPPLEMENTAL AGREEMENT
FOR
THE MAJOR TRANSACTION
IN RESPECT OF THE ACQUISITION OF
30% EQUITY INTEREST IN SHANXI LINXIAN TAIYE COAL MINING
COMPANY LIMITED
(山西臨縣泰業煤礦有限責任公司)**

AND

DELAY IN DESPATCH OF CIRCULAR

THE FIFTH SUPPLEMENTAL AGREEMENT

On 30 April 2013, Loujun Mining, being the registered owner of the Sale Capital, having obtained a written confirmation from the Vendor, entered into the Fifth Supplemental Agreement on behalf of the Vendor with the Purchaser to amend certain terms of the Agreement (as supplemented by the First Supplemental Agreement, the Second Supplemental Agreement, the Third Supplemental Agreement and the Fourth Supplemental Agreement).

Details of the amendments to the terms of the Agreement are set out in the section headed “The Fifth Supplemental Agreement” below.

DELAY IN DESPATCH OF CIRCULAR

As additional time is required for the valuation report and the competent person’s report of the Coal Mine and the financial statement of the Target to be updated, the despatch date of the Circular will be postponed from 30 April 2013 to a date falling on or before 31 October 2013.

References are made to the announcements of Loudong General Nice Resources (China) Holdings Limited (the “**Company**”) dated 16 September 2009, 4 May 2010, 26 May 2010, 29 September 2010, 15 October 2010, 13 May 2011, 30 June 2011, 25 August 2011, 23 September 2011, 21 October 2011, 26 October 2011, 30 December 2011, 29 June 2012 and 31 October 2012. (the “**Announcements**”).

Definitions and terms used in this announcement, unless the context requires otherwise, shall bear the same meanings as defined in the Announcements.

CHANGE IN THE IDENTITY OF A PARTY TO THE AGREEMENT

The Target (now known as 山西樓俊集團泰業煤業有限公司 Shanxi Loujun Group Taiye Coal Mining Company Limited[#]) has undergone a reorganisation. In order to speed up and facilitate the reorganisation, the Vendor, Mr. Zhang and Mr. Ma entered into separate agreements to transfer their respective interests in the Target (the “**Transfers**”), including the Sale Capital, to 山西樓俊礦業集團有限公司 Shanxi Loujun Mining Group Company Limited[#] (“**Loujun Mining**”), the major shareholder previously holding 51% of the equity interests in the Target, on 28 March 2011. The registration of the Transfers with Shaxi Administration of Industry & Commerce (山西省工商管理管理局) had been completed. After the Transfers, a verbal trust arrangement (the “**Trust**”) was established between the Vendor and Loujun Mining such that Loujun Mining would hold the Sale Capital on trust for the Vendor and Loujun Mining can transfer, sell and dispose of the Sale Capital only with the prior written consent of the Vendor. On 30 April 2013, the Vendor and Loujun Mining entered into a trust agreement (the “**Trust Agreement**”) to reduce the terms of the Trust to writing.

Loujun Mining and the Vendor also executed a confirmation letter on 30 April 2013 under which each of them acknowledged the Trust and the Trust Agreement and confirmed that they had no dispute and disagreement in relation to the Trust before the date of the Trust Agreement.

On 30 April 2013, having obtained a written consent from the Vendor, Loujun Mining entered into a supplemental agreement (the “**Fifth Supplemental Agreement**”, together with the First Supplemental Agreement, the Second Supplemental Agreement, the Third Supplemental Agreement and the Fourth Supplemental Agreement, the “**Supplemental Agreements**”) with the Purchaser to amend certain terms of the Agreement (as supplemented by the First Supplemental Agreement, the Second Supplemental Agreement, the Third Supplemental Agreement and the Fourth Supplemental Agreement).

THE FIFTH SUPPLEMENTAL AGREEMENT

Date: 30 April 2013

Parties: (i) Purchaser: 山西樓東俊安煤氣化有限公司 Shanxi Loudong-General Nice Coking & Gas Co., Ltd., an indirect non wholly-owned subsidiary of the Company; and

- (ii) Vendor: 山西樓俊礦業集團有限公司 Shanxi Loujun Mining Group Company Limited[#], an Independent Third Party

Revised Long Stop Date

Pursuant to the Fifth Supplemental Agreement, the Long Stop Date shall be extended to 31 October 2013.

Revised vendor's guarantee

Pursuant to the Fifth Supplemental Agreement, the Purchaser and Loujun Mining have agreed to change the period of the Profit Guarantee from for the year ended 31 December 2012 to the year ending 31 December 2013.

Loujun Mining also undertakes to procure the dividends and distributions declared and paid by the Target in respect of the Sale Capital for the year ending 31 December 2013 to be not less than RMB120,000,000.

Revised condition precedent

The Purchaser and Loujun Mining further agreed to amend a condition precedent such that the confirmation in relation to the minimum coal resource of the Coal Mine as set out in the report of an independent technical report issued by the Purchaser's technical consultant in the form and substance to the satisfactory to the Purchaser shall be changed from 92,000,000 metric tonnes to 80,000,000 metric tonnes.

Other than the amendments above, the terms and conditions of the Agreement (as supplemented by the First Supplemental Agreement, the Second Supplemental Agreement, the Third Supplemental Agreement and the Fourth Supplemental Agreement) remain unchanged.

LISTING RULES IMPLICATION

The acquisition contemplated under the Agreement (as supplemented by the Supplemental Agreements) constitutes a major transaction on the part of the Company under Chapter 14 of the Listing Rules and is subject to the reporting, announcement and the Shareholders' approval requirements. Approval of the Shareholders by way of poll is proposed to be sought at the SGM in respect of the Agreement (as supplemented by the Supplemental Agreements) and the transactions contemplated thereunder.

The Circular will be despatched to the Shareholders, containing among other things, (i) details of the Mine Acquisition and (ii) a notice convening the SGM.

DELAY IN DESPATCH OF CIRCULAR

As stated in the announcement of the Company dated 31 October 2012, the Circular will be despatched to the Shareholders on or before 30 April 2013.

As additional time is required for the valuation report and the competent person's report of the Coal Mine and the financial statement of the Target to be updated, the Board announces that the despatch date of the Circular will be postponed to on or before 31 October 2013.

By order of the Board
Loudong General Nice Resources (China) Holdings Limited
Lau Yu
Executive Director

Hong Kong, 30 April 2013

The English transliteration of the Chinese name(s) in this announcement, where indicated, is included for information purpose only, and should not be regarded as the official English name(s) of such Chinese name(s).

As at the date of this announcement, the Board consists of five executive Directors, namely Mr. Cai Sui Xin, Mr. Zhao Cheng Shu, Mr. Lau Yu, Mr. Ng Tze For and Ms. Li Xiao Juan, and four independent non-executive Directors, namely Mr. Li Xiao Long, Ms. Choy So Yuk, Mr. Gao Wen Ping and Mr. Leung Yuen Wing.