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## **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)**

### **INSIDE INFORMATION**

### **FACILITY AGREEMENT**

### **AND**

### **EARLY REDEMPTION OF THE NOTES DUE 2013**

This announcement is made pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

On 6 May 2013, the Company (as borrower) entered into the Facility Agreement with a bank (as lender), pursuant to which the bank will make available to the Company a term loan facility of up to an aggregate of US\$40,000,000 with a final maturity date falling three months after the Utilisation Date. The Facility Agreement imposes, among other things, certain specific performance obligations on the substantial shareholders (within the meaning of the Listing Rules) of the Company.

Reference is made to the Announcements in respect of, among others, the issue of the Notes. The Board wishes to announce that the Company has notified the Investor of its intention to early redeem all the outstanding Notes in the aggregate principal amount of US\$40,000,000. The proceeds from the Facility will be applied towards early redemption of the Notes.

This Announcement is made by Hao Tian Resources Group Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the “**SFO**”).

## **FACILITY AGREEMENT**

The board of directors (the “**Board**”) of the Company is pleased to announce that on 6 May 2013, the Company (as borrower) entered into a facility agreement (the “**Facility Agreement**”) with a bank (as lender), pursuant to which the bank will make available to the Company a term loan facility of up to an aggregate of US\$40,000,000 (the “**Facility**”) with a final maturity date falling three months after the date of the loan is made to the Company by the lender (the “**Utilisation Date**”). The loan drawn down under the Facility Agreement will bear interest at the rate of 4.50% per annum. The Company will also pay an up-front fee calculated at 1% of the loan being drawn down on the Utilisation Date. The proceeds of the Facility will be used to redeem the outstanding Notes due 2013 issued to Cheer Hope Holdings Limited (the “**Investor**”).

The Facility Agreement contains a specific performance obligation imposed on Ms. Li Shaoyu, a substantial shareholder of the Company (within the meaning of the Listing Rules), who beneficially owns (directly or indirectly through wholly-owned companies, Real Power Holdings Limited (“**Real Power**”), TRXY Development (HK) Limited (“**TRXY Development**”) and Tai Rong Xin Ye International Power Generation Inc. (“**TRXY International**”)) of approximately 29.04% of issued share capital of the Company as at the date hereof. Ms. Li is required, at all times during the tenure of the Facility Agreement, to retain an interest of not less than 29% in the Company (except by dilution resulting from further issue of new shares upon exercise of the subscription rights attached to the outstanding warrants issued by the Company or pursuant to the employee incentive scheme of the Company) (the “**Specific Performance Obligation**”).

Under the Facility Agreement, the Company agreed to execute an equity pledge agreement (the “**Equity Pledge Agreement**”) in favour of the lender in relation to the entire equity interests of 拜城温州礦業開發有限公司 (Baicheng County Wenzhou Mining Development Co., Ltd.\*), an indirectly wholly-owned subsidiary of Company, and complete the registration of the Equity Pledge Agreement with the relevant authorities in the People’s Republic of China and obtain such other authorisations (if any) in connection with the Equity Pledge Agreement and the transaction contemplated thereunder, within six weeks from the Utilisation

Date, failing which, each of Real Power, TRXY Development and TRXY International undertakes to the lender to charge an aggregate of 463,366,469 shares in the Company (which will be held in a custodian account designated by the lender) in favour of the lender.

Failure to comply with the Specific Performance Obligation will entitle the lender to (i) prevent further utilisation of the Facility and cancel the outstanding commitments under the Facility Agreement; and (ii) declare the loan drawn down under the Facility Agreement immediately due and payable together with all accrued interest and all other amounts accrued under the Facility Agreement and other documents contemplated thereunder.

## **EARLY REDEMPTION OF NOTES**

Reference is made to the announcements of the Company dated 6 September 2012, 10 September 2012, 4 October 2012, 24 December 2012 and 1 March 2013, respectively in respect of, among other things, the issue of, and subscription for, the Notes in the aggregate principal amount of up to US\$40,000,000 due 2013 (collectively, the “**Announcements**”). Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as they are defined in the announcement dated 6 September 2012.

As disclosed in the announcement dated 6 September 2012, the Company entered into the Investment Agreement, pursuant to which, the Company issued to the Investor the Notes in the aggregate principal amount of up to US\$40,000,000 with a maturity date falling on the expiry date of the 12-month period after the first issue date of the Notes (i.e. 11 September 2012) unless the Notes are redeemed earlier pursuant its terms.

In anticipation of the drawdown of the Facility, the Company has notified the Investor of its intention to redeem all the outstanding Notes in the aggregate principal amount of US\$40,000,000 on 8 May 2013 or such other date as agreed by the parties. The proceeds of the Facility will be applied towards early redemption of the Notes.

The proposed early redemption of the Notes by the proceeds of the Facility will enable the Group to enjoy the benefits of lower interest rate and increased cashflow arising from the refinancing. The Board considers that the Facility Agreement and the early redemption of the Notes are in the interests of the Company and its shareholders as a whole.

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

Hong Kong, 6 May 2013

*As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Xu Hai Ying and Dr. Zhiliang Ou, JP (Australia) and three independent non-executive Directors, namely Mr. Chan Ming Sun Jonathan, Mr. Ma Lin, and Mr. Lam Kwan Sing.*

\* *For identification purpose only*