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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)

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

Reference is made to the announcement of the Company dated 12 December 2013 and the circular of the Company dated 28 January 2014 (the “Circular”) In relation to the Fifth Supplemental Agreement dated 11 December 2013 setting out certain amendments to the terms and conditions of the Sale and Purchase Agreement dated 31 March 2012. Capitalized terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise specified.

THE FIFTH SUPPLEMENTAL AGREEMENT BECOMING EFFECTIVE

The Board is pleased to announce that all conditions precedent under the Fifth Supplemental Agreement have been fulfilled or waived and the amendments to the terms and conditions of the Sale and Purchase Agreement as set out in the Fifth Supplemental Agreement have become effective on 21 February 2014 and in particular:

- (i) 183,716,667 New Escrow Shares were allotted and issued at HK\$0.139 per Share and registered under the name of the Vendor, all of which are held in escrow by the escrow agent and will be released to the Vendor after the fulfillment of the New Consideration Adjustment in the manner as detailed in the Circular;
- (ii) the issue price of the 176,283,333 Existing Escrow Shares was adjusted from HK\$0.30 per Share to HK\$0.139 per Share; and
- (iii) the Promissory Note in the initial principal amount of HK\$20,295,000 (subject to adjustment) was issued to the Vendor.

CHANGES IN SHAREHOLDING STRUCTURE OF THE COMPANY

The following table illustrates the Company's shareholding structure immediately before and after the allotment and issue of the New Escrow Shares:

	Immediately before the allotment and issue of the New Escrow Shares		Immediately after the allotment and issue of the New Escrow Shares	
	<i>Number of Shares</i>	<i>Approximate shareholding percentage</i>	<i>Number of Shares</i>	<i>Approximate shareholding percentage</i>
The Vendor	176,333,333 <i>(Note 1)</i>	5.75%	360,050,000 <i>(Note 2)</i>	11.07%
Mr. Gao Feng <i>(Note 3)</i>	178,000,000	5.80%	175,182,000	5.47%
Public	<u>2,713,512,400</u>	<u>88.45%</u>	<u>2,062,023,733</u>	<u>83.46%</u>
Total	<u><u>3,067,845,733</u></u>	<u><u>100.00%</u></u>	<u><u>3,251,562,400</u></u>	<u><u>100.00%</u></u>

Notes:

- (1) Includes 176,283,333 Existing Escrow Shares.*
- (2) Includes 360,000,000 Total Escrow Shares.*
- (3) Mr. Gao Feng, being an executive Director, is beneficially interested in the entire issued share capital of ACE Channel Limited, which holds 178,000,000 Shares as at the date of this announcement.*

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

Hong Kong, 21 February 2014

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