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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)

**THIRD SUPPLEMENTAL AGREEMENT TO THE SALE AND
PURCHASE AGREEMENT IN RELATION TO THE ACQUISITION
OF 40% OF THE ISSUED SHARE CAPITAL OF
WISDOM ORCHID LIMITED**

Reference is made to (i) the Company's announcement dated 17 September 2014 in relation to the discloseable transaction as regards the Acquisition under the Sale and Purchase Agreement; and (ii) the Company's announcements dated 29 September 2014 and 31 August 2015 in relation to two supplemental agreements to the Sale and Purchase Agreement (collectively, the "**Announcements**"). Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless otherwise specified.

**THIRD SUPPLEMENTAL AGREEMENT TO THE SALE AND PURCHASE
AGREEMENT**

On 24 March 2016 (after trading hours), the Company, the Vendor and the Vendor Guarantor entered into the third supplemental agreement (the "**Third Supplemental Agreement**") to the Sale and Purchase Agreement (as supplemented by the two supplemental agreements (the "**Supplemental Agreements**") dated 29 September 2014 and 31 August 2015 to the Sale and Purchase Agreement) to further amend certain terms thereof.

Pursuant to the Third Supplemental Agreement, the parties to the Sale and Purchase Agreement agreed that, among others, the Second Promissory Note issued on 31 August 2015 shall be cancelled on 24 March 2016 and replaced by a new promissory note to be issued by the Company to the Vendor on the same date (the "**Third Promissory Note**"), in which the principal amount of the Third Promissory Note shall be HK\$10,946,830 (representing the outstanding principal amount of the Second Promissory Note as at 24 March 2016), and the Maturity Date will be further extended to 31 December 2016 (or such later date as agreed among the parties to the Sale and Purchase Agreement in writing).

Accordingly, on 24 March 2016, the Second Promissory Note was cancelled and the Third Promissory Note in the principal amount of HK\$10,946,830 was issued by the Company to the Vendor Guarantor (as the Vendor's nominee).

Save and except the amendments under the Third Supplemental Agreement, all the terms and conditions of the Sale and Purchase Agreement (as supplemented by the Supplemental Agreements) remain unchanged.

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

Hong Kong, 24 March 2016

As at the date of this announcement, the executive Directors are Mr. Zhang Xiaobin, Mr. Gao Feng and Mr. Chiu Sui Keung, the non-executive Directors are Ms. Geng Ying, Mr. Shao Zili and Mr. Li Du, and the independent non-executive Directors are Mr. Lam Williamson, Mr. Cheng Wing Keung Raymond, Mr. Wong Hoi Kuen and Dr. Lam Lee G.

* *For identification purposes only*