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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)

THE PROPOSED ISSUE OF CONVERTIBLE BONDS UNDER SPECIFIC MANDATE

THE PROPOSED CB ISSUE

On 24 August 2015 (after trading hours), the Company and the Strategic Investor entered into the Subscription Agreement pursuant to which the Strategic Investor has conditionally agreed to subscribe for, and the Company has conditionally agreed to issue, the Convertible Bonds in an aggregate principal amount of HK\$300 million with an initial conversion price of HK\$0.376 per Conversion Share. A total of 797,872,340 Conversion Shares, which represent approximately 23.8% of the existing issued share capital of the Company and approximately 19.2% of the issued share capital of the Company as enlarged by the issue of the Conversion Shares, will be issued upon full conversion of the Convertible Bonds. Together with 208,224,120 Shares (representing approximately 6.2% of the issued share capital of the Company) held by the Strategic Investor as at the date of this announcement, upon full conversion of the Convertible Bonds, the Strategic Investor's shareholding in the Company would increase to approximately 24.2% of the issued share capital of the Company as enlarged by the issue of the Conversion Shares.

The Board considers that by entering into of the Subscription Agreement with the Strategic Investor, the Company would have an expedite access to the vast experience and market intelligence of the Tewoo Group in the logistic-warehousing business in the PRC, which is expected to facilitate the business development and market positioning of the Company in the logistic-warehousing industry in the PRC. The Tewoo Group, being one of the Fortune Global 500 companies in 2014, has long established its footprint in the logistic-warehousing and trading of commodities (including coal, iron ore, ferrous and nonferrous metals) businesses in the PRC. The Board is of the view that a strategic investor with a strong financial position and diversified

business networks and connections in the logistic-warehousing industry is essential for the Company to tap into the new business segment. The Board estimates that 95% of the net proceeds of the Proposed CB Issue would be used to finance the potential acquisition of company (or companies) principally engaged in logistics business in the PRC; whilst the remaining 5% would be used as general working capital for the Group.

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Strategic Investor was interested in 208,224,120 Shares (representing approximately 6.2% of the issued share capital of the Company). Given the Strategic Investor is a party to the Subscription Agreement and has material interest in the Proposed CB Issue, the Strategic Investor and its associates shall abstain from voting on the relevant resolution(s) to approve the Subscription Agreement and the transactions contemplated thereunder at the SGM.

A circular containing, among other things, (i) further details of the Proposed CB Issue; (ii) the notice convening the SGM; and (iii) other information as required under the Listing Rules will be despatched to the Shareholders on or before 15 September 2015.

Completion of the Proposed CB Issue is subject to the satisfaction of the conditions set out in the paragraph headed “Conditions precedent” in this announcement. Accordingly, the Proposed CB Issue may or may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the Shares.

THE PROPOSED CB ISSUE

On 24 August 2015 (after trading hours), the Company and the Strategic Investor entered into the Subscription Agreement pursuant to which the Strategic Investor has conditionally agreed to subscribe for, and the Company has conditionally agreed to issue, the Convertible Bonds in an aggregate principal amount of HK\$300 million with an initial conversion price of HK\$0.376 per Conversion Share.

The principal terms of the Subscription Agreement are set out below.

Date

24 August 2015

Parties

Issuer	:	the Company
Strategic Investor	:	Xinya Global Limited

The Strategic Investor is a company incorporated in the British Virgin Islands. It is an indirect wholly-owned subsidiary of Tewoo Group and its principal business activity is investment holding. Tewoo Group was one of the Fortune Global 500 companies in 2014. As one of the twenty major enterprises selected by the Ministry of Commerce of the PRC in the material circulation field, Tewoo Group holds assets of over RMB169 billion and operates in the fields of commodity trading, logistics, real estate development and financial services.

Conditions precedent

Completion of the Subscription Agreement is conditional upon:

- (a) the Listing Committee of the Stock Exchange having granted the listing of and permission to deal in the Conversion Shares;
- (b) the Shareholders having approved at the SGM the Subscription Agreement and the transactions contemplated thereunder including but not limited to the issue of the Convertible Bonds and the allotment and issue of the Conversion Shares;
- (c) trading in the Shares on the Stock Exchange not being revoked or withdrawn at any time;
- (d) there being no indication received from the Stock Exchange or the SFC that the listing of the Shares on the Stock Exchange will or may be revoked or withdrawn at any time after Completion, whether in connection with any of the transactions contemplated by the Subscription Agreement or otherwise;
- (e) at Completion, the warranties remaining true, accurate and correct in all respects and not misleading in any respect;
- (f) all necessary consents and approvals required to be obtained on the part of the Company in respect of the Subscription Agreement and the transactions contemplated thereby having been obtained;
- (g) the Strategic Investor being satisfied with the results of the due diligence review (in its absolute discretion) to be conducted;
- (h) up to the Completion Date, there shall not have occurred any change (nor any development or event involving a prospective change), which is materially adverse to the condition (financial or other), prospects, results of operations or general affairs of any of the Company or the Company and its subsidiaries as a whole;
- (i) on the Completion Date, none of the Company or any of its subsidiaries is in breach of or in default (nor has any event occurred which, with the giving of notice and/or the passage of time and/or the fulfilment of any other requirement would result in a default by the Company or any

of its subsidiaries) under the terms of any indenture, contract, lease, mortgage, deed of trust, note agreement, loan agreement or other agreement, obligation, condition, covenant or instrument to which it is a party or to which their respective assets are bound; and

- (j) on or before the Completion Date, there having been delivered to the Strategic Investor opinions, in form and substance satisfactory to the Strategic Investor, dated the Completion Date, of (i) the Bermuda legal counsel to the Company as to the law of Bermuda; and (ii) the Hong Kong legal counsel to the Company as to the law of Hong Kong.

The Company shall use its best endeavours to procure the fulfilment of all conditions precedent. The Strategic Investor may at any time by notice in writing to the Company waive conditions (e) and (h) to (j) above. Conditions (a) to (d) and (f) to (g) are incapable of being waived by the Company and the Strategic Investor.

If the above conditions precedent are not fulfilled or waived (as the case may be) on or before the Long Stop Date, the Subscription Agreement shall lapse and become null and void and the parties thereto shall be released from all obligations thereunder, save for any liability arising out of any antecedent breaches thereof.

Completion

Completion of Subscription Agreement shall take place on the third Business Day following the fulfillment or waiver (as the case may be) of all conditions precedent set out above, or such other date as the Company and the Strategic Investor may agree in writing.

PRINCIPAL TERMS OF THE CONVERTIBLE BONDS

Issuer	:	the Company
Principal amount	:	an aggregate principal amount of HK\$300,000,000
Interest	:	6% per annum on the outstanding principal amount of the Convertible Bonds
Maturity	:	the third anniversary of the date of issue of the Convertible Bonds (the “ CB Maturity Date ”)
Conversion Shares	:	up to 797,872,340 Shares
Conversion period	:	the period commencing from the date of issue of Convertible Bonds up to 4:00 p.m. (Hong Kong time) on the day immediately prior to the CB Maturity Date

- Conversion** : the holder of the Convertible Bonds shall, subject to compliance with the procedures set out in the terms and conditions under the Instrument, have the right at any time during the conversion period to convert the whole or part of the outstanding principal amount of the Convertible Bonds
- Conversion price** : HK\$0.376 per Conversion Share, subject to adjustments upon the occurrence of any of the following events: (i) consolidation or subdivision of Shares; (ii) capitalisation of profits or reserves; (iii) capital distribution; (iv) rights issues or grant of options or warrants to subscribe for Shares at a price which is less than the market price on the date of the announcement of the terms of the offer or grant; (v) issue wholly for cash any securities which are convertible into or exchangeable for or carry rights of subscription for new Shares at an initial total effective consideration per Share of less than 95% of the then market price of the Shares; (vi) issue wholly for cash any Shares at a price per Share which is less than 95% of the then market price of the Shares; (vii) issue Shares for the acquisition of asset at a price per Share which is less than 95% of the then market price of the Shares; or (viii) capitalisation of profits or reserves by issuing Shares by way of scrip dividend, which would not have constituting equity share capital of the Company
- Ranking** : the Conversion Shares, when allotted and issued, shall rank *pari passu* in all respects with the Shares in issue
- Transferability** : the Convertible Bonds shall be freely transferable by the Strategic Investor in whole or in part (in multiples of HK\$1,000,000 (or such lesser amount as may represent the entire principal amount thereof)) of the outstanding principal amount of the Convertible Bonds to any party
- Redemption** : at 100% of the principal amount of the Convertible Bonds on the CB Maturity Date
- the Company shall not be entitled to redeem any Convertible Bonds before the CB Maturity Date
- Voting rights** : the Convertible Bonds shall not carry any voting rights
- Listing** : no application will be made by the Company for the listing of the Convertible Bonds on the Stock Exchange

application will be made by the Company for the listing of, and permission to deal in, the Conversion Shares

Others : For as long as the Strategic Investor holds any Convertible Bonds, the Company shall not, without the prior written consent of the Strategic Investor, grant any investor or Shareholder, pursuant to any future equity or debt financing, (i) any new Shares at an issue price or conversion price which is lower than the Conversion Price; or (ii) any rights which are more favourable in terms of the coupon rate of the Convertible Bonds

Conversion Price

The Conversion Price of HK\$0.376 per Conversion Share was determined after arm's length negotiations between the Company and the Strategic Investor taking into account, among other things, the audited consolidated net asset value of the Group as at 31 December 2014.

The Conversion Price of HK\$0.376 represents:

- (i) a discount of approximately 58.2% to the closing price of HK\$0.900 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 62.5% to the average of the closing prices of the Share as quoted on the Stock Exchange over the last 5 trading days up to and including the Last Trading Day of approximately HK\$1.004 per Share;
- (iii) a discount of approximately 63.2% to the average of the closing prices of the Share as quoted on the Stock Exchange over the last 10 trading days up to and including the Last Trading Day of approximately HK\$1.022 per Share; and
- (iv) a premium of approximately 29.7% to the audited net asset value of approximately HK\$0.29 per Share as at 31 December 2014 (based on the audited consolidated net assets of the Group attributable to its Shareholders of approximately HK\$973,310,000 as at 31 December 2014 as shown in the Company's annual report for the year ended 31 December 2014 and 3,359,222,370 Shares in issue as at the date of this announcement).

The initial Conversion Price of HK\$0.376 was determined by the Company and the Strategic Investor having taken into account (i) the net asset value per Share attributable to the Shareholders of approximately HK\$0.29 as shown in the audited financial statements of the Group made up to 31 December 2014; (ii) the prominent background and market position of the Tewoo Group in the PRC logistics industry; (iii) the extensive business network of the Strategic Investor and the Tewoo Group in developing the logistics and warehousing businesses in the PRC; and (iv) the business objectives of the Company to establish its market position in the PRC logistics industry.

Conversion Shares

As at the date of this announcement, the Company has 3,359,222,370 Shares in issue. Based on the initial Conversion Price of HK\$0.376 per Conversion Share, a total of 797,872,340 Conversion Shares (representing (i) approximately 23.8% of the existing issued share capital of the Company; and (ii) approximately 19.2% of the issued share capital of the Company as enlarged by the allotment and issuance of the Conversion Shares) will be issued upon full conversion of the Convertible Bonds. The aggregate nominal value of the Conversion Shares shall be HK\$7,978,723.40.

The Conversion Shares will be allotted and issued under a specific mandate to be sought for approval from the Independent Shareholders at the SGM.

SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below are the shareholding structures of the Company (i) as at the date of this announcement; (ii) immediately upon full conversion of the Convertible Bonds at the initial Conversion Price (assuming that there are no other changes in the issued share capital of the Company since the date of this announcement); (iii) immediately upon full conversion of the Convertible Bonds at the initial Conversion Price and Huarong CB at HK\$0.331 per Share (assuming that there are no other changes in the issued share capital of the Company since the date of this announcement); and (iv) immediately upon full conversion of the Convertible Bonds at the initial Conversion Price and Huarong CB, and full exchange of Huarong EB at HK\$0.331 per Share (assuming that there are no other changes in the issued share capital of the Company since the date of this announcement):

	(i) As at the date of this announcement		(ii) Immediately upon full conversion of the Convertible Bonds at the initial Conversion Price (assuming that there are no other changes in the issued share capital of the Company since the date of this announcement)		(iii) Immediately upon full conversions of the Convertible Bonds at the initial Conversion Price and Huarong CB at HK\$0.331 per Share (assuming that there are no other changes in the issued share capital of the Company since the date of this announcement)		(iv) Immediately upon full conversions of the Convertible Bonds at the initial Conversion Price and Huarong CB at HK\$0.331 per Share, and full exchange of Huarong EB at HK\$0.331 per Share (assuming that there are no other changes in the issued share capital of the Company since the date of this announcement)	
	Number of Shares	Approx. %	Number of Shares	Approx. %	Number of Shares	Approx. %	Number of Shares	Approx. %
Wise Perfection Limited (Note 1)	370,000,000	11.01%	370,000,000	8.90%	370,000,000	6.90%	370,000,000	6.90%
GNR (Note 2)	334,051,660	9.95%	334,051,660	8.03%	334,051,660	6.23%	31,936,857	0.60%
Mr. Cai	7,205,545	0.21%	7,205,545	0.17%	7,205,545	0.13%	7,205,545	0.13%
Mr. Cai and his associates	341,257,205	10.16%	341,257,205	8.20%	341,257,205	6.36%	39,142,402	0.73%
Huarong (Note 3)	-	0.00%	-	0.00%	1,208,459,214	22.52%	1,510,574,017	28.15%
Strategic Investor	208,224,120	6.20%	1,006,096,460	24.20%	1,006,096,460	18.75%	1,006,096,460	18.75%
Directors (other than Mr. Cai)								
Mr. Lau Yu	21,448,550	0.64%	21,448,550	0.52%	21,448,550	0.40%	21,448,550	0.40%
Mr. Zhao Cheng Shu	5,438,150	0.16%	5,438,150	0.13%	5,438,150	0.10%	5,438,150	0.10%
Ms. Li Xiao Juan	5,514,380	0.16%	5,514,380	0.13%	5,514,380	0.10%	5,514,380	0.10%
Ms. Choy So Yuk	271,908	0.01%	271,908	0.01%	271,908	0.01%	271,908	0.01%
Mr. Leung Yuen Wing	224,213	0.01%	224,213	0.01%	224,213	0.00%	224,213	0.00%
Other public Shareholders	952,378,526	28.35%	1,750,250,866	42.10%	2,958,710,080	55.14%	2,958,710,080	55.14%
	2,406,843,844	71.65%	2,406,843,844	57.90%	2,406,843,844	44.86%	2,406,843,844	44.86%
Total	3,359,222,370	100.00%	4,157,094,710	100.00%	5,365,553,924	100.00%	5,365,553,924	100.00%

Notes:

1. Wise Perfection Limited is wholly owned by Rong De Investments Limited. Rong De Investments Limited is owned as to 34.06% by Chu Hing Tsung and 36% by Liao Tengjia. Accordingly each of Rong De Investments Limited, Chu Hing Tsung and Liao Tengjia is deemed to be interested in the Shares held by Wise Perfection Limited.
2. Each of General Nice Development Limited (“GND”) and General Nice Investment (China) Limited (“GNI”) holds 40% equity interest in GNR while General Nice Group Holdings Limited (“GNG”), Mr. Tsoi Ming Chi and Mr. Cai holds 50%, 35% and 5% equity interest in each of GND and GNI respectively. GNG is wholly owned by Mr. Cai. GNR is principally engaged in trading of minerals.

3. For illustrative purposes only, Huarong will be interested in a total of 1,510,574,017 Shares (representing approximately 28.15% of the issued share capital of the Company as enlarged by the issue of the Conversion Shares and upon the full conversion and exchange of Huarong CB and Huarong EB before adjustment to be made to the conversion price of Huarong CB becoming effective. Details of the adjustment will be set out in further announcement as and when appropriate).

FUND RAISING ACTIVITIES OVER THE PAST 12 MONTHS FROM THE DATE OF THIS ANNOUNCEMENT

On 18 May 2015, the Company and Huarong entered into a subscription agreement pursuant to which Huarong conditionally agreed to subscribe for, and the Company conditionally agreed to issue, the Huarong CB in an aggregate principal amount of HK\$400 million with an initial conversion price of HK\$0.331, details of which are set out in the announcements of the Company dated 18 May, 28 May and 10 June 2015, and the circular of the Company dated 17 June 2015. On 14 August 2015, Huarong has novated its rights and obligations under the aforesaid subscription agreement to its wholly-owned subsidiary, Huarong Investment. The Company intends to use the net proceeds from the Huarong CB of approximately HK\$394.5 million to finance the acquisition of the project located in Inner Mongolia. Completion of the subscription of Huarong CB took place on 19 August 2015, details of which are set out in the announcement of the Company of the even date.

REASONS FOR THE PROPOSED CB ISSUE

The Group is principally engaged in the business of coke processing and the manufacture of relevant chemicals, trading of commodities, extraction and sales of oil and property investment.

As stated in the annual report of the Company for the year ended 31 December 2014, the Group will continue to seek for new mergers and acquisitions opportunities while realigning its existing asset portfolio and cost structures, including certain asset disposals, to enhance sustainable profitability in the long run.

In view of the stagnancy of the coking industry and the persistent decrease of coke prices, the Group has been actively exploring opportunities and networks that will enhance the sustainable growth of the Company in the long run. The Board considers the diversification into the logistics-warehousing business places the Company back in a competitive position to secure sustainable growth for the Group as a whole. Given the national policies in the PRC of expanding domestic consumption, the Board is of the view that the logistics-warehousing industry will undergo a rapid market integration and development. In 2014, the total social logistics value for the nation reached RMB210 trillion, increased by approximately 8% from 2013. The Board believes that the rapid growth of the logistics industry provides an optimum opportunity for the Group to diversify its business into a new industry with promising prospects.

The Board considers that by entering into of the Subscription Agreement with the Strategic Investor, the Company would have an expedite access to the vast experience and market intelligence of the Tewoo Group in the logistic-warehousing business in the PRC. The Tewoo Group, being one of the Fortune Global 500 companies in 2014, has long established its footprint in the logistic-warehousing

and trading of commodities (including coal, iron ore, ferrous and nonferrous metals) businesses in the PRC. The Board is of the view that introduction of a strategic investor with strong financial position and diversified business networks and connections, and leading market position in the logistic-warehousing industry can serve the Group's purpose to tap into its business segment with solid support, and thus broaden the business base and income stream of the Group, which is beneficial to the Company's long term business development.

In view of the above, the Directors consider that the Proposed CB Issue is in the interests of the Company and the Shareholders as a whole.

The gross proceeds from the Proposed CB Issue amount to HK\$300 million and the net proceeds from the Proposed CB Issue after deducting related fees and expenses are estimated to be approximately HK\$295.5 million. Based on the net proceeds from the issue of Convertible Bonds, the net subscription price per Conversion Share is estimated to be approximately HK\$0.37. The Group intends to apply approximately 95% of the net proceeds to finance the potential acquisition of company (or companies) principally engaged in the logistics business in the PRC, and the remaining 5% as general working capital of the Group.

POSSIBLE ADJUSTMENT TO HUARONG CB

As a result of the Proposed CB Issue, the conversion price of Huarong CB will be adjusted in accordance with the terms and conditions of the instrument of Huarong CB. Further announcement on the appropriate adjustment and the date they are expected to take effect will be made in due course.

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Strategic Investor was interested in 208,224,120 Shares (representing approximately 6.2% of the issued share capital of the Company). Given the Strategic Investor is a party to the Subscription Agreement and has material interest in the Proposed CB Issue, the Strategic Investor and its associates shall abstain from voting on the relevant resolution(s) to approve the Subscription Agreement and the transactions contemplated thereunder at the SGM.

A circular containing, among other things, (i) further details of the Proposed CB Issue; (ii) the notice convening the SGM; and (iii) other information as required under the Listing Rules will be despatched to the Shareholders on or before 15 September 2015.

Completion of the Proposed CB Issue is subject to the satisfaction of the conditions set out in the paragraph headed "Conditions precedent" in this announcement. Accordingly, the Proposed CB Issue may or may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday or public holiday and any day on which a tropical cyclone warning No.8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“Company”	Loudong General Nice Resources (China) Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 988)
“Completion”	completion of the Subscription Agreement
“Completion Date”	the date on which the completion occurs, which shall be on the third Business Day after the date on which the conditions precedent of the Subscription Agreement are fulfilled or, as the case may be, waived by the Strategic Investor, or such other date as the Company and the Strategic Investor may agree in writing
“Conversion Price”	the initial conversion price of HK\$0.376 per Conversion Share
“Conversion Shares”	up to 797,872,340 Shares to be allotted and issued by the Company to the Strategic Investor upon exercise of the conversion rights attached to the Convertible Bonds
“Convertible Bonds”	the convertible bonds for an aggregate principal amount of HK\$300,000,000 issued by the Company to the Strategic Investor pursuant to the Subscription Agreement and convertible into the Conversion Shares at the Conversion Price with the benefit and subject to the provisions of the Instrument
“Director(s)”	director(s) of the Company

“GNR”	General Nice Resources (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability, a substantial Shareholder
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Huarong”	China Huarong International Holdings Limited, a company incorporated in Hong Kong with limited liability, the investor of Huarong CB and Huarong EB
“Huarong CB”	the convertible bonds for an aggregate principal amount of HK\$400,000,000 issued by the Company to Huarong Investment on 19 August 2015 under the subscription agreement entered into between Huarong and the Company on 18 May 2015 (as supplemented on 10 June 2015 and the deed of novation dated 14 August 2015, entered among Huarong Investment, Huarong and the Company) and convertible into a maximum of 1,208,459,214 Shares (to be allotted and issued by the Company to Huarong upon exercise of the conversion rights attached to the Huarong CB) at the conversion price of HK\$0.331 per Share
“Huarong EB”	the exchangeable bonds for an aggregate principal amount of HK\$100,000,000 issued by GNR to Huarong and exchangeable into 302,114,803 Shares at the exercise price of HK\$0.331 per Share according to the agreement entered into between GNR and Huarong on 18 May 2015
“Huarong Investment”	China Huarong Investment Management Limited* (中國華融投資管理有限公司)
“Independent Shareholders”	Shareholders other than the Strategic Investor and its respective associates and other Shareholders who are interested or involved in the Proposed CB Issue
“Instrument”	the instrument to be executed by the Company by way of a deed poll constituting the Convertible Bonds in the form set out in the schedule of the Subscription Agreement (as from time to time altered in accordance with the instrument) and any other document executed in accordance with the instrument (as from time to time so altered) and expressed to be supplemental to the instrument

“Last Trading Day”	24 August 2015, being the last full trading day before the release of this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	30 November 2015 or such other date as may be agreed by the Company and the Strategic Investor in writing
“Mr. Cai”	Mr. Cai Sui Xin, the chairman, an executive Director and a substantial Shareholder
“PRC”	the People’s Republic of China which, for the purposes of this announcement, shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan
“Proposed CB Issue”	the proposed issue of Convertible Bonds by the Company to the Strategic Investor under the Subscription Agreement
“SFC”	the Securities and Futures Commission of Hong Kong
“SGM”	the special general meeting of the Company to be convened to consider and, if thought fit, to approve the Subscription Agreement and the transactions contemplated thereunder
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategic Investor”	Xinya Global Limited, a company incorporated in the British Virgin Islands, the subscriber of the Convertible Bonds under the Subscription Agreement
“Subscription Agreement”	the conditional agreement dated 24 August 2015 entered into between the Company and the Strategic Investor in relation to the subscription of the Convertible Bonds
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“Tewoo Group”	Tewoo Group Co., Ltd* (天津物產集團有限公司)

“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent

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

Hong Kong, 24 August 2015

As at the date of this announcement, the Board comprises 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 three independent non-executive Directors, namely Ms. Choy So Yuk, Mr. Gao Wen Ping and Mr. Leung Yuen Wing.

** For identification purposes only*