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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)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of Sino Resources Group Limited (“Company”) will be held at Room 2502, 25/F, 9 Queen’s Road Central, Central, Hong Kong at 2:30 p.m. on Friday, 14 October 2011, for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution (with or without modifications):

1. “(a) **THAT** the conditional sale and purchase agreement dated 8 August 2011 entered into between the Company and Mr. Zheng Xuefeng (the “Vendor”) in relation to the Acquisition (as defined in the circular of the Company dated 28 September 2011 (“Circular”), a copy of which marked “A” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting) (“Agreement”) (a copy of the Agreement marked “B” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) **THAT** subject to completion of the Acquisition, the directors of the Company (“Directors”) be and are hereby specifically authorised to allot and issue, credited as fully paid, 270,000,000 shares of HK\$0.01 each of the Company (collectively, the “Consideration Shares”) to the Vendor in settlement of part of the consideration for the Acquisition in accordance with the terms and conditions of the Agreement; and
- (c) **THAT** all other transactions contemplated under the Agreement be and are hereby approved and the Directors or a duly authorised committee of the board of Directors be and are/is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as they

consider necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Agreement, the Acquisition, the allotment and issue of the Consideration Shares, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Agreement) as are, in the opinion of the Directors or the duly authorised committee, in the interest of the Company and its shareholders as a whole.”

By Order of the Board  
**Sino Resources Group Limited**  
**Geng Ying**  
*Chairman*

Hong Kong, 28 September 2011

*Notes:*

1. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more Shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the office of the Company’s Share Registrar in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Tuesday, 11 October 2011 to Friday, 14 October 2011, both days inclusive, during which period no transfer of Shares of the Company will be registered. In order to qualify for attending and voting at the above meeting, unregistered holders of Shares of the Company should ensure that all transfers of Shares accompanied by the relevant Share certificates and appropriate transfer forms must be lodged with the office of the Company’s Share Registrar in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 10 October 2011.

*At the date of this announcement, the executive directors of the Company are Ms. Geng Ying, Mr. Gao Feng and Mr. Chiu Sui Keung, and the independent non-executive directors of the Company are Mr. Cheng Wing Keung Raymend, Mr. Williamson Lam and Mr. Wong Hoi Kuen.*

\* *for identification purposes only*