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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)

ANNOUNCEMENT
UPDATE ON THE POSSIBLE ACQUISITION PURSUANT TO RULE 3.7
OF THE TAKEOVERS CODE

Reference is made to the announcement (the “Announcement”) of Sino Resources Group Limited (the “Company”) dated 27 June 2013 relating to the Letter of Intent dated 26 June 2013 among the Company, 青海省三江水電開發股份有限公司 (Qinghai Province Sanjiang Hydropower Development Co., Ltd.*) (“Vendor A”) and 惠州市業成實業集團有限公司 (Huizhou Yecheng Industry Group Co., Ltd.*) (“Vendor B”, together with Vendor A, the “Vendors”) relating to the Possible Acquisition and the update announcements dated 25 July 2013, 26 August 2013, 24 September 2013, 24 October 2013, 25 November 2013, 23 December 2013, 24 January 2014, 24 February 2014, 24 March 2014, 24 April 2014, 23 May 2014, 23 June 2014, 23 July 2014, 22 August 2014, 22 September and 22 October 2014 in relation thereto. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

The Company wishes to update its shareholders in connection with the progress of the Possible Acquisition. Subsequent to the issue of the previous update announcement on 22 October 2014 and up to the date of this announcement, the Company and the Vendors continued to pursue the PRC restructuring related matters and their respective due diligence work. As a result of the key issues set out in the update announcement of the Company dated 23 July 2014, the parties are still liaising with the relevant PRC governmental authorities for the approvals in respect of the PRC restructuring. The Company and the Vendors continue to resolve the outstanding issues and completing all due diligence work in connection with the Possible Acquisition in due course. Meanwhile, the Company and the Vendors are still having on-going negotiation on the Possible Acquisition and no formal or legally binding agreement has been entered into among the parties.

Further announcement(s) setting out the progress of the Possible Acquisition, will be made as and when necessary in accordance with the Listing Rules and the Takeovers Code and on a monthly basis until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with the Possible Acquisition is made.

There is no assurance that the Possible Acquisition will materialise or eventually be consummated and the discussions may or may not lead to a general offer. The Possible Acquisition may constitute a notifiable transaction for the Company under the Listing Rules, subject to further negotiations with the Vendors in relation to the structure and transaction terms of the Possible Acquisition. Further announcement(s) in relation to the Possible Acquisition will be made by the Company as and when appropriate in compliance with the Listing Rules and the Takeovers Code. Shareholders of the Company and public investors are urged to exercise extreme caution when dealing in the Shares and/or other securities of the Company.

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 November 2014

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

All the Directors jointly and severally accept fully responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

* *For identification purposes only*