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NATIONAL UNITED RESOURCES HOLDINGS LIMITED

國家聯合資源控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 254)

ISSUE OF NEW SHARES UNDER REFRESHED GENERAL MANDATE

THE SUBSCRIPTIONS

On 16 April 2015 (after trading hours), the Company entered into two separate conditional Subscription Agreements with two Subscribers. Pursuant to the Subscription Agreements, the Subscribers have conditionally agreed to subscribe for and the Company conditionally agreed to allot and issue an aggregate of 600,000,000 Subscription Shares at a price of HK\$0.262 per Subscription Share.

The issue of the Subscription Shares is not subject to the Shareholders' approval as the Subscription Shares will be allotted and issued under the Refreshed General Mandate. The 600,000,000 Subscription Shares (comprising 500,000,000 and 100,000,000 new Shares to be allotted and issued to the First Subscriber and the Second Subscriber respectively) to be allotted and issued to the Subscribers represent (i) approximately 19.56% of the total number of issued Shares of 3,068,257,000 Shares as at the date of this announcement; and (ii) approximately 16.36% of the total number of issued Shares of 3,668,257,000 Shares as enlarged by the issue and allotment of Subscription Shares, assuming there is no change in the total number of issued Shares before the Completion Date. The Subscription Shares will be issued under the Refreshed General Mandate granted to the Directors by a resolution of the independent Shareholders passed at the EGM.

The Subscription Price of HK\$0.262 per Subscription Share was negotiated and agreed at arm's length between the Company and the Subscribers with reference to the recent trading price of the Shares immediately prior to the date of the Subscription Agreements, representing (i) a discount of approximately 19.38% to the closing price of HK\$0.325 per Share as quoted on the Stock Exchange on 16 April 2015, being the date of the Subscription Agreements; and (ii) a premium of approximately 2.91% to the average closing price of HK\$0.2546 per Share as quoted on the Stock Exchange for the last 5 consecutive trading days up to and including 15 April 2015, being the last trading day immediately prior to the date of the Subscription Agreements.

The gross proceeds arising from the Subscriptions will be approximately HK\$157,200,000 and the net proceeds arising from the Subscriptions will amount to approximately HK\$157,170,000. It is intended that the net proceeds arising from the Subscriptions will be used by the Company (i) as to approximately HK\$ 56,000,000 for settlement of debt and related interests; (ii) as to approximately HK\$81,000,000 for settlement of the first tranche consideration in the acquisition of 56,102,000 shares of SouthGobi Resources Limited (details of the transaction are set out in the announcement of the Company dated 30 July 2014); and (iii) as to approximately HK\$20,170,000 as general working capital of the Group. The net proceeds arising from the Subscriptions will be approximately HK\$0.262 per Subscription Share.

Completion of the Subscriptions is subject to the fulfilment of the conditions precedent under the Subscription Agreements. As the Subscriptions may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

THE SUBSCRIPTIONS

The First Subscription Agreement

Date: 16 April 2015 (after trading hours)

Issuer: the Company

First Subscriber: Yue Xiu Great China Fixed Income Fund III LP

According to the information provided by the First Subscriber, the First Subscriber is a limited partnership established in the Cayman Islands. To the best knowledge, information and belief of the Directors, having made all reasonable enquiries:

- (i) as at the date of this announcement, the First Subscriber does not have any interest in the Shares. Upon completion of the Subscriptions, the First Subscriber will be interested in 500,000,000 Shares, representing approximately 13.63% of the total number of issued Shares as enlarged by the issue and allotment of all Subscription Shares, assuming there is no change in the total number of issued Shares before the Completion Date;
- (ii) as at the date of this announcement, the First Subscriber and its ultimate beneficial owners are Independent Third Parties;
- (iii) the First Subscriber and its ultimate beneficial owner are independent of and not connected with the Second Subscriber and its associates; and
- (iv) before entering into of the First Subscription Agreement, neither the First Subscriber nor its associates has any interest in the Shares or any business dealings with the Group.

Pursuant to the First Subscription Agreement, the Company conditionally agreed to allot and issue and the First Subscriber has conditionally agreed to subscribe in cash of HK\$131,000,000 for a total of 500,000,000 Subscription Shares at the Subscription Price. The 500,000,000 Subscription Shares represent (i) approximately 16.30% of the total number of issued Shares of 3,068,257,000 Shares as at the date of this announcement; and (ii) approximately 13.63% of the total number of issued Shares of 3,668,257,000 Shares as enlarged by the issue and allotment of all Subscription Shares, assuming there is no change in the total number of issued Shares before the Completion Date.

It is expected that the First Subscriber will become a substantial Shareholder (as defined under the Listing Rules) of the Company immediately after the completion of the First Subscription.

The Second Subscription Agreement

Date: 16 April 2015 (after trading hours)

Issuer: the Company

Second Subscriber: Cai XuWen (蔡旭文)

The Second Subscriber is an investor who has been investing in the securities market in Hong Kong and The People's Republic of China for years. To the best knowledge, information and belief of the Directors, having made all reasonable enquiries:

- (i) as at the date of this announcement, the Second Subscriber does not have any interest in the Shares. Upon completion of the Subscriptions, the Second Subscriber will be interested in 100,000,000 Shares, representing approximately 2.73% of the total number of issued Shares as enlarged by the issue and allotment of all Subscription Shares, assuming there is no change in the total number of issued Shares before the Completion Date;
- (ii) as at the date of this announcement, the Second Subscriber is an Independent Third Parties;
- (iii) the Second Subscriber is independent of and not connected with the First Subscriber and its associates; and
- (iv) before entering into of the Second Subscription Agreement, the Second Subscriber does not has any interest in the Shares or any business dealings with the Group.

Pursuant to the Second Subscription Agreement, the Company conditionally agreed to allot and issue and the Second Subscriber has conditionally agreed to subscribe in cash of HK\$26,200,000 for a total of 100,000,000 Subscription Shares at the Subscription Price. The 100,000,000 Subscription Shares represent (i) approximately 3.26% of the total number of issued Shares of 3,068,257,000 Shares as at the date of this announcement; and (ii) approximately 2.73% of the total number of issued Shares of 3,668,257,000 Shares as enlarged by the issue and allotment of all Subscription Shares, assuming there is no change in the total number of issued Shares before the Completion Date.

It is expected that the Second Subscriber will not become a substantial Shareholder (as defined under the Listing Rules) of the Company immediately after completion of the Second Subscription.

Subscription Shares

Pursuant to the Subscription Agreements, an aggregate of 600,000,000 Subscription Shares will be allotted and issued to the Subscribers, represent (i) approximately 19.56% of the total number of issued Shares of 3,068,257,000 Shares as at the date of this announcement; and (ii) approximately 16.36% of the total number of issued Shares of 3,668,257,000 Shares as enlarged by the issue and allotment of all Subscription Shares, assuming there is no change in the total number of issued Shares before the Completion Date.

The Subscription Shares are not subject to any lock-up or other disposal restriction under the terms of the Subscription Agreements.

COMMON PRINCIPAL TERMS OF THE SUBSCRIPTION AGREEMENTS

Apart from the identities of the Subscribers and the number of Subscription Shares to be subscribed by each of the Subscribers set out above, the terms of each of the Subscription Agreements are identical.

Set out below are the key terms of the Subscription Agreements:

Ranking of the Subscription Shares

The Subscription Shares will be allotted and issued free of any Encumbrance, and will rank pari passu in all respects among themselves and all other issued Shares as at the Completion Date in all respects, including the right to receive all dividends declared or payable or distribution made or proposed to be made at any time by reference to a record date falling on or after the Completion Date.

Refundable Deposit and Subscription Price

Pursuant to the Subscription Agreements, the Subscribers shall pay to the Company the Refundable Deposit in the amount equivalent to the full Subscription Price. The Subscriber who has paid the Refundable Deposit in full is deemed, on the Completion Date, to have paid the Subscription Price in full and fully discharged its payment obligation under the Subscription Agreement. The Refundable Deposit is only refundable by the Company to the Subscriber in full if:

- (i) any condition precedent under the Subscription Agreements is not fulfilled by the Long Stop Date; or
- (ii) there is a material breach of the Subscription Agreements by the Company.

The Subscription Price of HK\$0.262 per Subscription Share represents:

- (i) a discount of approximately 19.38% to the closing price of HK\$0.325 per Share as quoted on the Stock Exchange on 16 April 2015, being the date of the Subscription Agreements; and
- (ii) a premium of approximately 2.91% to the average closing price of HK\$0.2546 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including 15 April 2015, being the last trading day immediately prior to the date of the Subscription Agreements.

After deduction of relevant expenses of Subscriptions, the net Subscription Price per Subscription Share is approximately HK\$0.262.

The Subscription Price was determined with reference to the recent trading price of the Shares immediately prior to the date of the Subscription Agreements and was negotiated on an arm's length basis between the Company and the Subscribers. The Directors consider that the terms of the Subscriptions are on normal commercial terms and are fair and reasonable.

Refreshed General Mandate to issue the Subscription Shares

The issue of the Subscription Shares is not subject to Shareholders' approval as the Subscription Shares will be allotted and issued under the Refreshed General Mandate granted to the Directors by a resolution of the independent Shareholders passed at the EGM subject to the limit of up to 20% of the aggregate number of Shares in issue as at the EGM (i.e. 604,437,400 Shares, representing 20% of 3,022,187,000 Shares in issue as at the date of the EGM). Up to the date of this announcement, no new Shares have been allotted and issued under the Refreshed General Mandate and the Refreshed General Mandate is sufficient for the issue and allotment of the Subscription Shares. As such, the issue of the Subscription Shares is not subject to Shareholders' approval. The Company has not bought back any Shares within the last 30 days prior to the date of this announcement.

Conditions of the Subscriptions

The conditions precedent under the Subscription Agreements are as follows:

- (i) the Refundable Deposit duly received by the Company;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subscription Shares; and
- (iii) all relevant approvals and consents (if required) from governmental or other competent authority or in accordance with applicable laws have been obtained for the Subscription Agreement.

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares to be issued, by the Company.

In the event that any condition precedent is not fulfilled in full on or before five (5) business days prior to the Long Stop Date (i.e. on or prior to 8 May 2015):

- (i) the Company shall repay the Refundable Deposit, without interest, to the Subscriber; and
- (ii) the Subscription Agreement shall terminate and no party shall be liable to the other party save for antecedent breaches.

Termination

Under the Subscription Agreement, an innocent party may after consultation with the defaulting party (to the extent that the same is reasonably practicable) terminate the Subscription Agreement without liability to defaulting party by giving notice in writing to the defaulting party if at any time prior to 3:00 p.m. on the Completion Date, there occurs any material breach of any provision of the Subscription Agreement.

In the event that the innocent party terminates the Subscription Agreement:

- (i) as a result of the default of the Company alone, the Company shall repay the Refundable Deposit, without interest, to the Subscriber; and
- (ii) all the obligations of the parties under the Subscription Agreement shall cease and determine and no party shall be liable to the other party save for antecedent breaches.

Completion

Completion under the Subscription Agreement shall take place on the Completion Date.

Completion of any Subscriptions is not inter-conditional upon each other.

REASONS FOR THE SUBSCRIPTION AND USE OF PROCEEDS

The Group is principally engaged in coking coal trading business, outdoor media advertising and media related services.

The aggregate gross proceeds arising from the Subscriptions will be HK\$157,200,000 and the net aggregate proceeds arising from the Subscription, after the deduction of the related expenses, will amount to approximately HK\$157,170,000. It is intended that the net proceeds arising from the Subscriptions will be used by the Company (i) as to approximately HK\$ 56,000,000 for settlement of debt and related interests; (ii) as to approximately HK\$81,000,000 for settlement of the first tranche consideration in the acquisition of 56,102,000 shares of SouthGobi Resources Limited (details of the transaction are set out in the announcement of the Company dated 30 July 2014); and (iii) as to approximately HK\$20,170,000 as general working capital of the Group. The net proceeds arising from the Subscriptions will be approximately HK\$0.262 per Subscription Share.

The Board is of the view that the Subscriptions will strengthen the financial position (in particular the working capital and cash flow position) of the Group. Having considered that the Company is exploring for business opportunities to diversify risk and broaden the sources of income of the Group, the Board is of the view that the Subscriptions would improve the cash reserve for the on-going development of the Group.

Based on the above, the Directors consider that the Subscription is in the interests of the Company and the Shareholders as a whole.

CHANGES IN SHAREHOLDING STRUCTURE

The following table illustrates the shareholding structure of the Company as at the date of this announcement and immediately following Completion (assuming that there is no change in the total number of issued Shares from the date of this announcement and up to Completion other than the issue of the Subscription Shares):

| Shareholders | As at the date of this announcement | | Immediately after completion of the Subscriptions (Note 3) | |
|---------------------------------------|--|----------------------|--|----------------------|
| | Number of Shares | Approximate % | Number of Shares | Approximate % |
| Yang Fan (Note 1) | 573,186,432 | 18.68 | 573,186,432 | 15.63 |
| Elite Fortune Global Limited (Note 2) | 441,460,000 | 14.39 | 441,460,000 | 12.03 |
| Choi Chung Lam | 323,600,000 | 10.55 | 323,600,000 | 8.82 |
| First Subscriber | - | - | 500,000,000 | 13.63 |
| Second Subscriber | - | - | 100,000,000 | 2.73 |
| Public shareholders | <u>1,730,010,568</u> | <u>56.38</u> | <u>1,730,010,568</u> | <u>47.16</u> |
| Total | <u><u>3,068,257,000</u></u> | <u><u>100.00</u></u> | <u><u>3,668,257,000</u></u> | <u><u>100.00</u></u> |

Notes:

1. Mr. Yang Fan is currently an executive Director and Chairman of the Company;
2. Elite Fortune Global Limited ("**Elite Fortune**"), a company incorporated in the British Virgin Islands with limited liability, is wholly and beneficially owned by Mr. Wang Yi. Hence, Mr. Wang Yi is deemed to be interested in these 441,460,000 Shares owned by Elite Fortune.
3. This does not include any Shares which may be issued pursuant to the (i) exercise of share options of the Company granted under the share option scheme of the Company; and (ii) exercise of the conversion rights attaching to the 6% coupon convertible bonds in the principal amount of HK\$30,000,000 issued by the Company.

EQUITY FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE-MONTH PERIOD

Save for equity fund raising activities mentioned below, the Company has not carried out any other equity fund raising activities in the past twelve-month period immediately preceding the date of this announcement.

| Date of announcement | Event | Net proceeds raised (approximately) | Intended use of proceeds | Actual use of the net proceeds as at the date of this announcement |
|--|---|--|---|---|
| 28 October 2014, 29 October 2014 and 25 November 2014 | Issue of 389,460,000 new Shares by way of subscription at a price of HK\$0.23 per Share | HK\$89,400,000 | (i) HK\$75,000,000 as the partial consideration for the discloseable transaction in relation to the acquisition of the entire issued share capital of Able Nice International Limited (Details of the transaction are set out in the announcement of the Company dated 21 October 2014); and (ii) HK\$14,400,000 as general working capital of the Group | (i) Since the sale and purchase agreement was lapsed as some of the conditions precedent have not been satisfied or waived on or before 31 March 2015 (Details are set out in the announcement of the Company dated 31 March 2015), HK\$75,000,000 was used as working capital of the Group; and (ii) used as intended |
| 28 October 2014, 14 November 2014 and 25 November 2014 | Placing of convertible bonds in the aggregate principal amount of HK\$30,000,000 | HK\$28,800,000 | As general working capital of the Group | Used as intended |

GENERAL

Completion of the Subscriptions is subject to the fulfilment of the conditions precedent under the Subscription Agreements. As the Subscriptions may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following respective meanings.

| | |
|--------------------------------|--|
| “associates” | has the meaning ascribed to this term under the Listing Rules |
| “Board” | board of Directors |
| “Business Day(s)” | any day (excluding a Saturday) on which banks generally are open for business in Hong Kong during normal working hours |
| “Company” | National United Resources Holdings Limited, a company incorporated in Hong Kong with limited liability, the issued Shares of which are listed on Main Board of the Stock Exchange |
| “Completion” | completion of the Subscriptions |
| “Completion Date” | the First Subscription Completion Date and/or the Second Subscription Completion Date, as the case may be |
| “Director(s)” | director(s) of the Company |
| “EGM” | the extraordinary general meeting of the Company held on 19 January 2015 |
| “Encumbrance” | a mortgage, charge, pledge, lien, option, restriction, right of first refusal, right of pre-emption, third-party right or interest, other encumbrance or security interest of any kind, or any other type of preferential arrangement (including, without limitation, a title transfer or retention arrangement) having similar effect |
| “First Subscriber” | Yue Xiu Great China Fixed Income Fund III LP |
| “First Subscription” | the subscription by the First Subscriber of 500,000,000 Subscription Shares pursuant to the First Subscription Agreement |
| “First Subscription Agreement” | the agreement dated 16 April 2015 and entered into between the Company and the First Subscriber in relation to the First Subscription |

| | |
|--------------------------------------|--|
| “First Subscription Completion Date” | the date on which 500,000,000 Subscription Shares will be allotted and issued to the First Subscriber by the Company, in any event no later than the Long Stop Date unless otherwise agreed between the Company and the First Subscriber |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Independent Third Parties” | any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected person(s) (as defined under the Listing Rules) |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Long Stop Date” | 15 May 2015 or such other date as may be mutually agreed between the Company and the Subscriber |
| “Refreshed General Mandate” | the refreshed general mandate to allot, issue and deal with up to 604,437,400 new Shares (representing 20% of the aggregate number of the Shares in issue as at the date of the EGM) granted to the Directors by a resolution of the independent Shareholders passed at the EGM |
| “Refundable Deposit” | the refundable deposit payable by the Subscriber pursuant to the Subscription Agreement, being an amount equivalent to the full Subscription Price payable by such Subscriber for the subscription of the Subscription Shares |
| “Second Subscriber” | Mr. Cai XuWen (蔡旭文) |
| “Second Subscription” | the subscription by the Second Subscriber of 100,000,000 Subscription Shares pursuant to the Second Subscription Agreement |

| | |
|---------------------------------------|--|
| “Second Subscription Agreement” | the agreement dated 16 April 2015 and entered into between the Company and the Second Subscriber in relation to the Second Subscription |
| “Second Subscription Completion Date” | the date on which 100,000,000 Subscription Shares will be allotted and issued to the Second Subscriber by the Company, in any event no later than the Long Stop Date unless otherwise agreed between the Company and the Second Subscriber |
| “Share(s)” | the ordinary share(s) in the share capital of the Company |
| “Shareholder(s)” | holder(s) of the Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Subscriber(s)” | collectively, the First Subscriber and the Second Subscriber and a “Subscriber” means any or each of them |
| “Subscriptions” | collectively, the First Subscription and the Second Subscription |
| “Subscription Agreement(s)” | collectively, the First Subscription Agreement and the Second Subscription Agreement and a “Subscription Agreement” means any or each of them |
| “Subscription Price” | HK\$0.262 per Subscription Share |
| “Subscription Share(s)” | new Share(s) to be allotted and issued to the Subscribers pursuant to the Subscription Agreements, comprising a total of 600,000,000 new Shares to be allotted and issued to the Subscribers |
| “%” | per cent. |

By Order of the Board
National United Resources Holdings Limited
Yang Fan
Chairman

Hong Kong, 16 April 2015

As at the date of this announcement, the executive Directors are Mr. Yang Fan (Chairman), Mr. Lo Ka Wai, Mr. Feng Yongming and Mr. Tang Lap Chin, Richard, the non-executive Director is Ms. Mou Ling and the independent non-executive Directors are Mr. Wang Qun, Dr. Yang Zhi Shu and Mr. Lai Ho Man, Dickson.