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GOOD RESOURCES

## **Good Resources Holdings Limited**

**天成國際集團控股有限公司\***

*(formerly known as Good Fellow Resources Holdings Limited 金威資源控股有限公司)*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 109)**

### **VOLUNTARY ANNOUNCEMENT IN RELATION TO THE JOINT ESTABLISHMENT OF A MERGER & ACQUISITION FUND WITH BOCHK**

The board of directors (the “**Board**”) of the Good Resources Holdings Limited (the “**Company**”) is pleased to announce that it has officially launched the full cooperation with Bank of China (Hong Kong) Limited (“**BOCHK**”) in the field of mergers and acquisitions on the global scale, and has entered into a memorandum of understanding (the “**MOU**”) with BOCHK Asset Management Limited, a subsidiary of BOCHK, in respect of the key terms in relation to the joint establishment of a global merger and acquisition fund on 14 October 2015.

Pursuant to the MOU, the Company and BOCHK will jointly set up a merger and acquisition fund named “BOCHK and Good Resources Global Merger and Acquisition Fund\* (中銀香港天成全球併購基金)” (the “**Global M&A Fund**”), the size of which is US\$ 5 billion. While the Company will hold 51% of the shares of the general partner of the Global M&A Fund, being the controlling shareholder of general partner of the Global M&A Fund, BOCHK will, through its member company BOCHK Asset Management Limited, hold 49% of the shares of the general partner of the Global M&A Fund. The Global M&A Fund will target on the mergers and acquisitions of, gaining controlling interests or otherwise investing in the equity of leading enterprises in emerging industry sectors around the world, including projects in the industry sectors contemplated by the “One Belt, One Road” development strategy. The Global M&A Fund will also provide value-added services to those enterprises, introduce them to the vast China market and assist in upgrading and transformation of the Chinese industry structures. The scope of investment of the Global M&A Fund will be within emerging industry sectors, which includes (but not limited to) finance and investment, clean energy, biopharmaceuticals and life science, bulk commodity investment and internet finance.

In the meantime, BOCHK will proactively provide M&A loans for the investment projects of the Global M&A Fund as well as comprehensive financial services to the parties of the merger and acquisition projects thereafter. The establishment of the Global M&A Fund with the Company is an attempt made by BOCHK to actively explore overseas direct investment business, as well as to promote the transforming of its business model.

As one of the major commercial banking groups listed in Hong Kong, one of the three note-issuing banks in Hong Kong, and also the clearing bank for RMB business in Hong Kong, the audited total assets of BOCHK as at 31 December 2014 is over HK\$2 trillion. BOCHK Asset Management Limited was established in 2010 as a wholly owned subsidiary of BOC Hong Kong (Holdings) Limited. It formulates core investment plans for the BOCHK Group and plays a strategic role in supporting the development of the wealth management platform of BOCHK. BOCHK Asset Management Limited has been named the Best Offshore RMB Manager under the “Best of the Best Awards” organized by Asia Asset Management for two consecutive years.

As BOCHK is a leading listed commercial banking group, the Company believes that the strategic cooperation with BOCHK can enable the Company to invest in international industry leaders more effectively. And through large scale mergers and acquisitions, it can help to integrate and bring in sophisticated technologies and talents, and to connect such technologies and talents to the enormous production capacity, market and capital of China, thus creating synergies between the domestic production capacity and the global market. Besides enhancing the performance standards of domestic industries and satisfying the ever-growing needs for upgrading of industry structure and economic structural transformation, such large scale mergers and acquisitions can also help China’s capital to gain low-risk, high-yield investment returns. The establishment of the Global M&A Fund with BOCHK is a vital step for the Company to launch and raise fund for its mergers and acquisitions business, and is also an important move taken by the Company in response to the national strategy of “One Belt, One Road” and facilitate Chinese funds to “Going Global”. The Board is of the opinion that the signing of the MOU will facilitate the business development of the Company and broaden its income base, and will bring benefits to the shareholders of the Company.

The MOU is non-legally binding. The Company will actively proceed with the cooperation in accordance with the MOU. Should there be any major development on the above cooperation, further announcement will be made by the Company in due course to notify the shareholders and potential investors.

By Order of the Board  
**Good Resources Holdings Limited**  
**Chan Chi Ming, Tony**  
*Company secretary*

Hong Kong, 15 October 2015

*As at the date of this announcement, (i) the executive directors of the Company are Mr. Sonny Wu and Mr. Lu Sheng; (ii) the non-executive directors of the Company are Mr. Ng Leung Ho, Mr. Lo Wan Sing, Vincent, Mr. Liu Hai and Mr. Chen Chuan Jin; and (iii) the independent non-executive directors of the Company are Mr. Francisco Sanchez, Mr. Ford Fraker, Mr. Chau On Ta Yuen and Ms. Kwan Shan.*

*\* for identification purposes only*