

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**COMPLETION OF THE FIRST TRANCHE
SHARE PLACEMENT UNDER
THE TRI-PARTY AGREEMENT**

Reference is made to the announcement of Sino Resources Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 3 August 2016 (the “**Announcement**”) relating to, among others, the Placing under the Tri-party Agreement dated 28 June 2016. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE FIRST TRANCHE OF THE PLACING

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company is pleased to announce that the first tranche of the Placing was completed on 26 August 2016 in accordance with the terms of the Tri-party Agreement. An aggregate of 121,052,000 shares of the Company (the “**Shares**”) have been successfully placed to not less than six (6) Placees at the Placing Price of HK\$0.131 each. (the “**First Tranche Share Placement**”).

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, each of the Placees and their respective ultimate beneficial owner(s) (if any) is independent of the Company and not a connected person of the Company as defined in the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and none of them has become a substantial Shareholder (as defined in the Listing Rules) immediately upon completion of the First Tranche Share Placement.

USE OF PROCEEDS

The net proceeds from the First Tranche Share Placement of approximately HK\$15,600,000 will be utilised by the Group as general working capital and/or to finance future acquisitions when investment opportunities arise.

SHAREHOLDING STRUCTURE OF THE COMPANY

For illustration purpose only, the table below sets out the shareholding structure of the Company immediately before and after completion of the First Tranche Share Placement:

Shareholder	Immediately before completion of the First Tranche Share Placement		Immediately after completion of the First Tranche Share Placement and as at the date of this announcement	
	<i>Number of Shares</i>	<i>Approximate shareholding percentage</i> %	<i>Number of Shares</i>	<i>Approximate shareholding percentage</i> %
Mr. Gao Feng (<i>Note 1</i>)	178,000,000	4.42	178,000,000	4.42
Mr. Li Du (<i>Note 2</i>)	20,000,000	0.50	20,000,000	0.50
Public				
– Places	–	–	121,052,000	3.01
– Others	3,826,130,400	95.08	3,705,078,400	92.07
Total	<u>4,024,130,400</u>	<u>100.00</u>	<u>4,024,130,400</u>	<u>100.00</u>

Notes:

1. Mr. Gao Feng, being an executive Director, is beneficially interested in the entire issued share capital of ACE Channel Limited, which holds 178,000,000 Shares as at the date of this announcement
2. Mr. Li Du, being a non-executive Director, has personal interest in 13,000,000 Shares and family interest through his spouse in 7,000,000 Shares as at the date of this announcement.

Sino Wealth will continue to place the remaining 30,000,000 Shares in accordance with the terms of the Tri-party Agreement (the “**Second Tranche Share Placement**”). The Company will make further announcement in relation to the Second Tranche Share Placement as and when appropriate.

By Order of the Board
Sino Resources Group Limited
(**carrying on business in Hong Kong as Sino Gp Limited**)
Chow Chi Fai
Company Secretary

Hong Kong, 26 August 2016

As at the date of this announcement, the executive Directors are Mr. Zhang Xiaobin, Mr. Gao Feng and Mr. Chiu Sui Keung, the non-executive Directors are Ms. Geng Ying, Mr. Zhao Zili and Mr. Li Du, and the independent non-executive Directors are Mr. Cheng Wing Keung Raymond, Mr. Lam Williamson, Mr. Wong Hoi Kuen and Dr. Lam Lee G.

* *For identification purposes only*