
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Sino Resources Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s), or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

- (1) PROPOSED GRANT OF GENERAL MANDATES TO
REPURCHASE SHARES AND ISSUE SHARES;
(2) PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME;
(3) RE-ELECTION OF DIRECTORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Sino Resources Group Limited for the year ended 31 March 2016 to be held at Room 2502, 25/F., 9 Queen's Road Central, Central, Hong Kong, on Thursday, 15 September 2016 at 11:00 a.m. is set out on pages 22 to 26 of this circular.

A form of proxy for use at the annual general meeting is enclosed with this circular and is also published on the website of The Stock Exchange of Hong Kong Limited. Whether or not you are able to attend the annual general meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable to the Company's share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and in any event no later than 48 hours before the time appointed for holding the annual general meeting or any adjourned meeting. Completion and delivery of a form of proxy will not preclude you from attending and voting at the relevant annual general meeting or any adjourned meeting thereof should you so wish.

* For identification purposes only

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DEFINITIONS

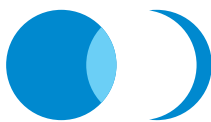
In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2014 AGM”	the annual general meeting of the Company for the year ended 31 March 2014 held on 26 September 2014;
“2015 AGM”	the annual general meeting of the Company for the year ended 31 March 2015 held on 22 September 2015;
“AGM”	the annual general meeting of the Company for the year ended 31 March 2016 to be held at Room 2502, 25/F., 9 Queen’s Road Central, Central, Hong Kong, on Thursday, 15 September 2016 at 11 a.m, or any adjournment thereof, to consider and, if thought fit, approve, among other things, the granting of the Issue Mandate and the Repurchase Mandate to the Directors, the proposed refreshment of the Scheme Mandate Limit and the re-election of Directors;
“AGM Notice”	the notice of the AGM which is set out on pages 22 to 26 of this circular;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors;
“Company”	Sino Resources Group Limited (carrying on business in Hong Kong as Sino Gp Limited), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Issue Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and otherwise deal with additional Shares with a nominal amount not exceeding 20% of the total number of issued Shares as at the date of the AGM, as described in the ordinary resolution no. 4(a) in the AGM Notice;

DEFINITIONS

“Latest Practicable Date”	15 August 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to empower the Directors to exercise the powers of the Company to repurchase the Shares with a nominal amount not exceeding 10% of the total number of issued Shares as at the date of the AGM, as described in the ordinary resolution no. 4(b) in the AGM Notice;
“PRC”	the People’s Republic of China;
“Scheme Mandate Limit”	has the meaning as defined in the paragraph headed “Letter from the Board – Proposed Refreshment of the Scheme Mandate Limit under the Share Option Scheme” in this circular;
“Share Option Scheme”	the share option scheme of the Company approved and adopted by the Company at the general meeting of the Company held on 8 October 2010;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Shares(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases, as amended, supplemented or otherwise modified from time to time; and
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Zhang Xiaobin (*Chairman*)
Mr. Gao Feng (*Vice Chairman*)
Mr. Chiu Sui Keung (*Chief Executive Officer*)

Non-executive Director

Ms. Geng Ying (*Honorable Chairman*)
Mr. Shao Zili
Mr. Li Du

Independent non-executive Directors:

Mr. Cheng Wing Keung, Raymond
Mr. Lam Williamson
Mr. Wong Hoi Kuen
Dr. Lam Lee G.

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principle place of business in

Hong Kong:
Room 2502, 25/F.
9 Queen's Road Central, Central
Hong Kong

17 August 2016

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES TO
REPURCHASE SHARES AND ISSUE SHARES;
(2) PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME;
(3) RE-ELECTION OF DIRECTORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information reasonably necessary to enable the Shareholders to consider, and if thought fit, approve, among other things, the following resolutions to be proposed at the AGM:

* For identification purposes only

LETTER FROM THE BOARD

- (a) the granting of the Repurchase Mandate to the Directors for repurchase of the Shares by the Company;
- (b) the granting of the Issue Mandate to the Directors to allot, issue and otherwise deal with additional Shares;
- (c) the granting of an extension to the Issue Mandate to include the Shares repurchased under the Repurchase Mandate, if any;
- (d) the proposed refreshment of the Scheme Mandate Limit; and
- (e) the re-election of the retiring Directors.

GENERAL MANDATE TO REPURCHASE SHARES

Pursuant to the ordinary resolution passed by the Shareholders at the 2015 AGM, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase the Shares. Such mandate will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, grant the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase the Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing of such resolution. Details of the Repurchase Mandate are set out in the ordinary resolution no. 4(b) in the AGM Notice.

As at the Latest Practicable Date, the Company had 4,024,130,400 issued Shares. Assuming that there is no change in the number of issued Shares during the period between the Latest Practicable Date and the date of passing of the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of passing of the resolution approving the Repurchase Mandate will be 402,413,040 Shares.

An explanatory statement, as required under the Listing Rules to provide the requisite information in connection with the Repurchase Mandate, is set out in Appendix I to this circular. The Repurchase Mandate will continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be convened under the Articles of Association or any applicable law(s); or (iii) the date on which the authority given under the ordinary resolution approving the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES AND EXTENSION OF THE GENERAL MANDATE

Pursuant to the ordinary resolution passed by the Shareholders at the 2015 AGM, a general mandate was granted to the Directors to allot, issue and deal with up to 773,026,080 Shares, being 20% of the total number of issued Shares as at the date of the 2015 AGM. Such mandate will lapse at the conclusion of the AGM. Therefore, two ordinary resolutions will be proposed at the AGM for the Shareholders to consider and, if thought fit, grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing of such resolution at the AGM, and an extension of the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate. Details of the Issue Mandate and its extension are set out in the ordinary resolution nos. 4(a) and 4(c), respectively, in the AGM Notice.

As at the Latest Practicable Date, the Company had 4,024,130,400 issued Shares. Assuming that there is no change in the number of issued Shares during the period between the Latest Practicable Date and the date of passing of the resolution approving the Issue Mandate, the maximum number of Shares which may be allotted and issued pursuant to the Issue Mandate as at the date of passing of the resolution approving the Issue Mandate will be 804,826,080 Shares. As at the Latest Practicable Date, the Company did not have any plan for fund raising and to utilise the Issue Mandate immediately after the approval of the granting of the Issue Mandate at the AGM.

The Issue Mandate and its extension will continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be convened under the Articles of Association or any applicable law(s); or (iii) the date on which the authority given under the ordinary resolution approving the Issue Mandate and its extension is revoked or varied by an ordinary resolution of the Shareholders.

PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT UNDER THE SHARE OPTION SCHEME

The Company adopted the Share Option Scheme on 8 October 2010. The purpose of the Share Option Scheme is to enable the Company to grant share options to the Eligible Participants as incentive or rewards for their contributions to the Group.

Under the rules of the Share Option Scheme:

- (1) Subject to sub-paragraphs (2) and (3) below, the maximum number of Shares which may be allotted and issued upon exercise of all outstanding share options granted under the Share Option Scheme and any other share option scheme(s) of the Company may represent up to 10% of the Shares in issue on the date of approval of the Share Option Scheme by the Shareholders at the AGM (the “**Scheme Mandate Limit**”). The Shares underlying any share options granted under the Share Option Scheme or any other share option schemes of the Company which have lapsed are excluded for the purpose of the Scheme Mandate Limit.

LETTER FROM THE BOARD

- (2) The Scheme Mandate Limit may be refreshed at any time by obtaining approval of the Shareholders in general meeting provided that the refreshed Scheme Mandate Limit must not exceed 10% of the Shares in issue as at the date of the Shareholders' approval thereof. Share options previously granted under the Share Option Scheme or any other share option schemes of the Company (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) will not be counted for the purpose of calculating the total number of Shares subject to the refreshed Scheme Mandate Limit.
- (3) The total number of Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the Shares in issue from time to time.

Under the existing Scheme Mandate Limit as refreshed at the 2014 AGM, the Directors were authorised to grant share options to subscribe for up to 375,156,240 Shares, representing approximately 10% of the total number of issued Shares as at the date of the 2014 AGM. The Scheme Mandate Limit was not refreshed at the 2015 AGM.

Up to the Latest Practicable Date, share options carrying the rights to subscribe for a total of 280,434,000 Shares, representing (i) approximately 7.48% of the total number of Shares in issue as at the date of the 2014 AGM; and (ii) approximately 6.97% of the total number of Shares in issue as at the Latest Practicable Date, have been granted under the Share Option Scheme.

Since the date of the 2014 AGM and up to the Latest Practicable Date, 249,400,000 share options have been granted to the directors, employees and others of the Group, 36,000,000 share options have been exercised and 58,700,000 share options have been lapsed respectively and no share option has been cancelled. There were only 184,456,240 share options, representing 49.17% of the existing Scheme Mandate Limit and approximately 4.58% of the number of issued Shares as at the Latest Practicable Date, available to be granted if the Scheme Mandate Limit is not refreshed.

Since adoption, the outstanding share options under the Share Option Scheme are 280,434,000 Shares, representing approximately 6.97% of the total number of Shares in issue as at the Latest Practicable Date, which will remain valid after the approval of the refreshment of the Scheme Mandate Limit at the AGM.

LETTER FROM THE BOARD

Details of the outstanding share options under the Share Option Scheme as at the Latest Practicable Date were as follows:

Category of Participants	Date of grant	Exercise period	Exercise price per Share	Number of outstanding share options
Directors				
Mr. Zhang Xiaobin	22/09/2015	22/09/2015 to 21/09/2020	HK\$0.17	36,000,000
Mr. Gao Feng	29/11/2012	29/11/2012 to 28/11/2017	HK\$0.105	7,622,000
	22/09/2015	22/09/2015 to 21/09/2020	HK\$0.17	16,000,000
Mr. Chiu Sui Keung	29/11/2012	29/11/2012 to 28/11/2017	HK\$0.105	7,622,000
	22/09/2015	22/09/2015 to 21/09/2020	HK\$0.17	16,000,000
Ms. Geng Ying	29/11/2012	29/11/2012 to 28/11/2017	HK\$0.105	7,622,000
	22/09/2015	22/09/2015 to 21/09/2020	HK\$0.17	16,000,000
Mr. Shao Zili	22/09/2015	22/09/2015 to 21/09/2020	HK\$0.17	36,000,000
Mr. Li Du	22/09/2015	22/09/2015 to 21/09/2020	HK\$0.17	36,000,000
Mr. Cheng Wing Keung, Raymond	29/11/2012	29/11/2012 to 28/11/2017	HK\$0.105	762,000
	22/09/2015	22/09/2015 to 21/09/2020	HK\$0.17	1,600,000
Mr. Lam Williamson	29/11/2012	29/11/2012 to 28/11/2017	HK\$0.105	762,000
	22/09/2015	22/09/2015 to 21/09/2020	HK\$0.17	1,600,000
Mr. Wong Hoi Kuen	29/11/2012	29/11/2012 to 28/11/2017	HK\$0.105	762,000
	22/09/2015	22/09/2015 to 21/09/2020	HK\$0.17	1,600,000
Employees of the Group	29/11/2012	29/11/2012 to 28/11/2017	HK\$0.105	41,882,000
	22/09/2015	22/09/2015 to 21/09/2020	HK\$0.17	51,000,000
Others	22/09/2015	22/09/2015 to 21/09/2020	HK\$0.17	1,600,000
Total:				<u>280,434,000</u>

LETTER FROM THE BOARD

Following the 2014 AGM and up to the Latest Practicable Date, the Company allotted and issued a total of 272,568,000 Shares, comprising (i) 113,568,000 consideration Shares issued to Fortune Map Investments Limited on 29 September 2014 pursuant to the terms and conditions of the sale and purchase agreement dated 17 September 2014; (ii) 30,000,000 subscription Shares issued to a PRC resident on 2 November 2015 pursuant to the subscription agreement dated 23 October 2015; (iii) 36,000,000 Shares issued on 2 November 2015 pursuant to the share options granted under the Share Option Scheme; (iv) 33,000,000 subscription Shares issued to Hong Kong King Region Property Limited on 25 January 2016 pursuant to the subscription agreement dated 18 January 2016; and (v) 60,000,000 subscription Shares issued to Mr. Liang Yin Jin on 16 May 2016 pursuant to the subscription agreement dated 6 May 2016. As a result, the number of issued Shares has increased from 3,751,562,400 Shares on the date of the 2014 AGM to 4,024,130,400 Shares as at the Latest Practicable Date. In order to reflect the aforesaid change in the number of issued Shares since the 2014 AGM and to provide the Company with more flexibility in providing incentives to those qualified persons for their contributions or potential contributions to the Group by way of granting further share options under the Share Option Scheme, the Board considers that it is in the interests of the Company and the Shareholders as a whole to refresh the Scheme Mandate Limit.

It is proposed that, subject to the approval of the Shareholders at the AGM and fulfillment of other applicable requirements under the Listing Rules, the Scheme Mandate Limit be refreshed to 10% of the Shares in issue at the date of the approval thereof by the Shareholders at the AGM. Share options previously granted under the Share Option Scheme or any other share option schemes of the Company (including those exercised, outstanding, cancelled or lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) will not be counted for the purpose of the calculation of the Scheme Mandate Limit as refreshed.

On the basis of 4,024,130,400 Shares in issue as at the Latest Practicable Date and assuming that no further allotment and issue of Shares and/or repurchase of Shares up to the date of the AGM, upon the approval of the refreshment of the Scheme Mandate Limit by the Shareholders at the AGM, the refreshed Scheme Mandate Limit will allow the Company to grant share options entitling holders thereof to subscribe for up to 402,413,040 Shares, being 10% of the Shares in issue as at the date of the AGM. On the same assumption, the Directors expect that the grant of share options in full under the refreshed Scheme Mandate Limit will not cause the Shares to be issued upon the full exercise of the then outstanding share options granted and available to be granted under the Share Option Scheme to be in excess of 30% of the Shares in issue from time to time. As at the Latest Practicable Date, the Company did not have any plan to grant share options immediately after the approval of the refreshment of the Scheme Mandate Limit at the AGM.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the refreshed Scheme Mandate Limit at the AGM; and
- (b) the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any share options granted under the refreshed Scheme Mandate Limit.

LETTER FROM THE BOARD

Application will be made to the Stock Exchange for the listing of and permission to deal in 10% of the Shares in issue at the AGM, which may fall to be issued upon the exercise of any share options that may be granted under the refreshed Scheme Mandate Limit.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprised ten Directors, of which Mr. Zhang Xiaobin, Mr. Gao Feng and Mr. Chiu Sui Keung are executive Directors, Ms. Geng Ying, Mr. Shao Zili and Mr. Li Du are non-executive Directors and Mr. Cheng Wing Keung Raymond, Mr. Lam Williamson, Mr. Wong Hoi Kuen and Dr. Lam Lee G. are independent non-executive Directors.

In accordance with Article 86(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy should be subject to re-election by the Shareholders at the first general meeting of the Company after his or her appointment. Pursuant to Article 87(1) of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. In addition, any Director appointed by the Board pursuant to Article 86(2) or Article 86(3) of the Article of Association shall not be taken into account in determining the number of Directors who are to retire by rotation.

In accordance with Article 86(3) of the Articles of Association, each of Mr. Zhang Xiaobin, Mr. Shao Zili, Mr. Li Du and Dr. Lam Lee G. will retire from office at the AGM by rotation and being eligible, offer himself for re-election at the AGM. In accordance with Article 87(1) and (2) of the Articles of Association, Mr. Chiu Sui Keung and Mr. Cheng Wing Keung, Raymond will also retire from office at the AGM by rotation and being eligible, offer themselves for re-election at the AGM.

Each of Mr. Cheng Wing Keung, Raymond and Dr. Lam Lee G. has provided an annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Board considers that both Mr. Cheng and Dr. Lam satisfy the independence guidelines set out in the said rule.

As stated in Code Provision A.4.3 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, any further appointment of an independent non-executive Director serving more than nine years should be subject to a separate resolution to be approved by the Shareholders. Mr. Cheng Wing Keung, Raymond was appointed as an independent non-executive Director on 25 August 2007 and will be serving as an independent non-executive Director for more than nine years on the date of the AGM. As such, a separate resolution will be proposed for his re-election at the AGM.

As at the Latest Practicable Date, Mr. Cheng Wing Keung, Raymond does not have any managerial role in the Group and is not involved in the daily management of the Group nor in any relationship which would interfere with the exercise of his independent judgment. The Board is of the view that Mr. Cheng remains independent notwithstanding the length of his service with the Company and he has the required experience, character and integrity to fulfil the role of an independent non-executive Director. As such, the Board recommends the Shareholders to vote in favour of the re-election of Mr. Cheng at the AGM.

LETTER FROM THE BOARD

Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

At the AGM, resolution nos. 2(a) to 2(g) will be proposed for the Company to approve the re-election of Directors.

AGM

The notice convening the AGM is set out on pages 22 to 26 of this circular.

A form of proxy for use at the AGM is enclosed with this circular and is also published on the websites of the Stock Exchange and the Company. Whether or not you intend to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by way of poll. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders.

To the best knowledge of the Directors, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any particular resolution at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed granting of the Repurchase Mandate and the Issue Mandate (and the extension thereto), the proposed refreshment of the Scheme Mandate Limit and the proposed re-election of the retiring Directors are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of all the relevant resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

By Order of the Board
Sino Resources Group Limited
Chow Chi Fai
Company Secretary

This Appendix I serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide the requisite information to you to enable you to make an informed decision as to whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the proposed granting of the Repurchase Mandate.

PROVISIONS OF THE LISTING RULES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below.

SHARE CAPITAL

As at the Latest Practicable Date, the Company issued 4,024,130,400 Shares. Subject to the passing of the resolution approving the granting of the proposed Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased during the period between the Latest Practicable Date and the date of passing of the resolution approving the Repurchase Mandate at the AGM, the Directors will be authorised to repurchase a maximum of 402,413,040 Shares pursuant to the Repurchase Mandate, representing 10% of the total number of issued Shares as at the date of passing of such resolution.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek the Repurchase Mandate from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. The timing of such repurchases, the number of Shares to be repurchased, the repurchase price and other terms upon which the Shares are repurchased will be decided by the Directors at the relevant time having regard to the prevailing circumstances.

FUNDING OF REPURCHASES

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the applicable laws of the Cayman Islands and the Listing Rules. The Company may not repurchase the Shares for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

IMPACT OF REPURCHASES

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the Repurchase Mandate were to be exercised in full at the current prevailing market value, it might have a material adverse impact on the working capital and the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 March 2016, being the date to which the latest published audited consolidated financial statements of the Company were made up. However, the Directors do not propose to exercise the Repurchase Mandate to repurchase Shares to such an extent as would, in the circumstances, result in a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Articles of Association and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) currently intends to sell the Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he or she or it has a present intention to sell his or her or its Shares to the Company, nor has he or she or it undertaken not to do so, in the event that the Company is authorised to make purchases of the Shares.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date were as follows:

Month	Share Prices (per Share)	
	Highest HK\$	Lowest HK\$
2015		
August	0.191	0.144
September	0.179	0.157
October	0.186	0.159
November	0.179	0.163
December	0.181	0.160
2016		
January	0.162	0.135
February	0.145	0.132
March	0.143	0.135
April	0.196	0.145
May	0.174	0.148
June	0.170	0.156
July	0.164	0.143
August (<i>up to the Latest Practicable Date</i>)	0.155	0.130

EFFECTS OF TAKEOVERS CODE

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the interest of the Shareholder(s), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Shareholders who were interested in 5% or more of the total number of issued Shares, according to the register of interests required to be kept by the Company under Section 336 of the SFO, were as follows:

Name of Shareholder	Number of Shares beneficially held	Shareholding as at the Latest Practicable Date	Shareholding in the event the Repurchase Mandate is exercised in full
Advanced Elation Holdings Limited	360,050,000	8.95%	9.94%

As at the Latest Practicable Date, no Shareholder or Director holds 30% or more of the issued Shares of the Company, and the Directors are not aware of the consequences of such increases or as a result of repurchase of Shares that would result in any Shareholder or group of Shareholders acting in concert, Director, or other person holding 30% or more of the issued Shares of the Company and becoming obliged to make a mandatory offer under the Takeovers Code.

The Directors have no present intention to exercise the Repurchase Mandate to such extent which would otherwise result in takeover obligations or the number of Shares being held by the public falling below the minimum requirement as prescribed by the Stock Exchange, which is currently 25% of the total number of issued Shares.

SHARE REPURCHASES MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares during the six months preceding the Latest Practicable Date.

The following sets out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Articles of Association:

BIOGRAPHICAL INFORMATION**Executive Directors**

Mr. Zhang Xiaobin, aged 63, was appointed as the chairman and an executive Director of the Company on 22 September 2015. He has over 30 years of experience in the investment and financial service fields. From 2010 through 2015, he was the managing director and the China senior advisor for J.P. Morgan. He worked closely with senior management in driving J.P. Morgan's franchise expansion in China with his profound understanding and knowledge of China's capital markets. Between 2012 and 2015, he acted as the chairman of the Supervision Committee of China United SME Financial Guarantee Corporation (a joint venture of J.P. Morgan with the Export-Import Bank of China and other global institutions), the largest credit guarantee company in China. Prior to joining J.P. Morgan China in 2010, Mr. Zhang led a storied career, including one of the founders of Chinese Stock Exchange system, Secretary General of Stock Exchange Executive Council, the chairman and chief executive officer of China Venturetech Investment Corporation. Mr. Zhang graduated from Xi'an Jiaotong University (西安交通大學) in 1977 with a major in mechanical engineering. He was a UNESCO Scholar from 1981 to 1982 and a visiting scholar at Stanford University in 1983 and was then selected as an Eisenhower Fellow in 1987. In 1994, he studied in Advanced Management Program at Harvard Business School. At present, Mr. Zhang is a non-executive director of China Financial Services Holdings Limited (Stock code: 0605), the shares of which are listed on the Stock Exchange.

A service contract for a term of three years commencing from 22 September 2015 was entered into between the Company and Mr. Zhang. He is entitled to a Director's emolument of HK\$4,800,000 per annum which was determined with reference to his experience, responsibilities, workload and time devoted to the Group and is subject to the review of the remuneration committee from time to time.

Save as disclosed above, Mr. Zhang did not hold any directorship in listed public companies in the last three years, and he is not related to any Director, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Zhang was beneficially interested in 36,000,000 Shares, representing approximately 0.89% of the number of issued Shares. Save for the aforesaid, Mr. Zhang did not have any interest in Shares within the meaning of Part XV of SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Zhang has confirmed that he is not aware of any other matters or information that needed to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules.

Mr. Chiu Sui Keung, aged 49, was appointed as the chief executive officer and an executive Director on 20 April 2009. Mr. Chiu has over 21 years' experience in the financial industry and accounting field. He has possessed extensive experience in corporate finance including initial public offerings, takeovers, mergers and acquisitions, fund raising and corporate advisory. Mr. Chiu graduated with a Bachelor's Degree in Commerce from the University of Melbourne, Australia and has obtained a Master's Degree in Applied Finance from Macquarie University in Sydney, Australia. He has also obtained a Diploma in Practices in Chinese Laws and Regulations Affecting Foreign Businesses jointly organized by Southwest University of Political Science and Law, the PRC and the Hong Kong Management Association. Mr. Chiu is currently an independent non-executive director of King Stone Energy Group Limited (Stock code: 0663), the shares of which are listed on the Stock Exchange.

A service contract for a term of three years commencing from 20 April 2009 was entered into between the Company and Mr. Chiu which has already been renewed for another 3 years. He is entitled to a Director's emolument of HK\$1,536,000 per annum which was determined with reference to his experience, responsibilities, workload and time devoted to the Group and is subject to the review of the remuneration committee from time to time.

Save as disclosed above, Mr. Chiu did not hold any directorship in listed public companies in the last three years, and he is not related to any Director, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Chiu was beneficially interested in 23,622,000 Shares, representing approximately 0.59% of the number of issued Shares. Save for the aforesaid, Mr. Chiu did not have any interest in Shares within the meaning of Part XV of SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Chiu has confirmed that he is not aware of any other matters or information that needed to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules.

Non-executive Directors

Mr. Shao Zili, aged 57, was appointed as the non-executive Director on 22 September 2015. He is a highly accomplished lawyer and investment banker with extensive professional experience. He previously held positions as the chairman and chief executive officer of J.P. Morgan China and vice chairman of J.P. Morgan Asia Pacific until early 2015. Prior to joining J.P. Morgan, Mr. Shao worked for CITIC Group during 1980's. He was the China managing partner and the Asia managing partner of Linklaters, a leading international law firm. He was also a member of Linklaters' Global Executive Committee. Mr. Shao graduated from China University of Political Science and Law (中國政法大學) and the University of Melbourne.

An appointment letter for a term of three years commencing from 22 September 2015 was entered into between the Company and Mr. Shao. He is entitled to a Director's emolument of HK\$960,000 per annum which was determined with reference to his experience, responsibilities, workload and time devoted to the Group and is subject to the review of the remuneration committee from time to time.

Mr. Shao did not hold any directorship in listed public companies in the last three years, and he is not related to any Director, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Shao was beneficially interested in 36,000,000 Shares, representing approximately 0.89% of the number of issued Shares. Save for the aforesaid, Mr. Shao did not have any interest in Shares within the meaning of Part XV of SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Shao has confirmed that he is not aware of any other matters or information that needed to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules.

Mr. Li Du, aged 35, was appointed as the non-executive Director on 22 September 2015. He has been involved in investment in internet financing and e-commerce businesses. Mr. Li worked as a senior project manager for the Investment Department before taking up the position of Innovation and Development Department's general manager assistant in China Development Bank Securities Company Limited between 2010 and 2012. Prior to that, he was an assistant manager for the M&A, Equity and Capital Markets Division in ABN AMRO Bank N.V., Hong Kong and a financial analyst of Corporate Finance Department in Meiya Power Company Limited, now known as CGN New Energy Holdings Co., Ltd. (Stock code: 1811), the shares of which are listed on the Stock Exchange. Mr. Li graduated from University of Toronto with a bachelor degree in business in 2004 and obtained the MBA awarded by the China Europe International Business School (中歐國際工商管理學院).

An appointment letter for a term of three years commencing from 22 September 2015 was entered into between the Company and Mr. Li. He is entitled to a Director's emolument of HK\$960,000 per annum which was determined with reference to his experience, responsibilities, workload and time devoted to the Group and is subject to the review of the remuneration committee from time to time.

Mr. Li did not hold any directorship in listed public companies in the last three years, and he is not related to any Director, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Li and his family was interested in 56,000,000 Shares, representing approximately 1.39% of the total number of issued Shares. Save for the aforesaid, Mr. Li did not have any interest in Shares within the meaning of Part XV of SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Li has confirmed that he is not aware of any other matters or information that needed to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules.

Independent non-executive Directors

Mr. Cheng Wing Keung Raymond, aged 56, was appointed as an independent non-executive Director on 25 August 2007. Mr. Cheng is a solicitor practicing in Hong Kong and has over 25 years of experience in corporate, company secretarial and listing affairs. He is an associate member of The Institute of Chartered Secretaries and Administrators in United Kingdom and The Hong Kong Institute of Company Secretaries in Hong Kong. He holds a degree in laws in the University of London and a Master Degree in Business Administration in the University of Strathclyde, Scotland. At present, he is an independent non-executive director of Skyfame Realty (Holdings) Limited (Stock code: 0059), the shares of which are listed on the Stock Exchange.

There is no service contract entered into between the Company and Mr. Cheng. Mr. Cheng will be paid an amount of HK\$120,000 per annum, which has been determined with reference to his experience and responsibilities with the Company, the prevailing market conditions and the terms of the remuneration policy of the Company.

Save as disclosed above, Mr. Cheng did not hold any directorships in listed public companies in the last three years, and he is not related to any Director, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Cheng was beneficially interested in 2,362,000 Shares, representing approximately 0.06% of the total number of issued Shares. Save for the aforesaid, Mr. Cheng did not have any interest in Shares within the meaning of Part XV of SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Cheng has confirmed that he is not aware of any other matters or information that needed to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules

Dr. Lam Lee G., aged 57, was appointed as independent non-executive Director on 18 November 2015. Dr. Lam has over 30 years of international experience in general management, strategy consulting, corporate governance, investment banking, direct investment and fund management, and also serves on the board of directors, the investment committee and the advisory committee of a number of listed companies, investment funds and NGOs in the Asia Pacific region. Dr. Lam was a former member of the Hong Kong Bar. Dr. Lam is also a Solicitor of the High Court of Hong Kong and an Honorary Fellow of CPA Australia.

Dr. Lam is an independent non-executive director of each of CSI Properties Limited (Stock Code: 497), Mei Ah Entertainment Group Limited (Stock Code: 391), Vongroup Limited (Stock Code: 318), and Glorious Sun Enterprises Limited (Stock Code: 393); and a non-executive director of each of Sunwah Kingsway Capital Holdings Limited (Stock Code: 188) and China LNG Group Limited (Stock Code: 931), the shares of all of which are listed on the Stock Exchange. He is an independent non-executive director of each of Asia-Pacific Strategic Investments Limited (Stock Code: 5RA), Rowsley Limited (Stock Code: A50) and Top Global Limited (Stock Code: 519), the shares of all of which are listed on the Singapore Exchange. Dr. Lam is also an independent director of Sunwah International Limited (Stock Code: TSX SWH) whose shares are listed on the Toronto Stock Exchange; an independent non-executive director of Vietnam Equity Holding (Stock Code: 3MS) and Vietnam Property Holding (Stock Code: 3MT), the shares of both of which are listed on the Stuttgart Stock Exchange; and an independent non-executive director of Coalbank Limited (Stock Code: ASX CBQ), the shares of which are listed on the Australian Securities Exchange.

Within the past three years, Dr. Lam was a non-executive director of China Communication Telecom Services Company Limited (Stock Code: 8206), ZH International Holdings Limited (formerly known as Heng Fai Enterprises Limited) (Stock Code: 185) and DTXS Silk Road Investment Holdings Company Limited (formerly known as UDL Holdings Limited) (Stock Code: 620) and he was also an independent non-executive director of China Oceanwide Holdings Limited (formerly known as Hutchison Harbour Ring Limited) (Stock Code: 715), Far East Holdings International Limited (Stock Code: 36), Ruifeng Petroleum Chemical Holdings Limited (Stock Code: 8096), Mingyuan Medicare Development Company Limited (Stock Code: 233) and Imagi International Holdings Limited (Stock Code: 585), the shares of all of which are listed on the Stock Exchange; and an independent non-executive director of Next-Generation Satellite Communications Limited (Stock Code: B07), the shares of which are listed on the Singapore Exchange.

Dr. Lam holds a bachelor of science in Mathematics and Sciences, a master of science in Systems Science, and a master of business administration, all from the University of Ottawa in Canada. He also holds a post-graduate diploma in Public Administration from Carleton University in Canada, a post-graduate diploma in English and Hong Kong Law and a bachelor of laws (Honours) from Manchester Metropolitan University, the United Kingdom. Moreover, Dr. Lam obtained the Postgraduate Certificate in Laws from the City University of Hong Kong, a certificate in Professional Accountancy from the Chinese University of Hong Kong SCS, a master of laws from the University of Wolverhampton in the United Kingdom, a master of public administration and a doctor of philosophy from the University of Hong Kong.

There is no service contract entered into between the Company and Dr. Lam. Dr. Lam will be paid an amount of HK\$240,000 per annum, which has been determined with reference to his experience and responsibilities with the Company, the prevailing market conditions and the terms of the remuneration policy of the Company.

Save as disclosed above, Dr. Lam did not hold any directorships in listed public companies in the last three years and, he is not related to any Director, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Dr. Lam did not hold any interested shares within the meaning of Part XV of SFO as at the Latest Practicable Date.

Save as disclosed above, Dr. Lam has confirmed that he is not aware of any other matters or information that needed to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules.

NOTICE OF AGM



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 IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the shareholders of Sino Resources Group Limited (the “**Company**”) will be held at Room 2502, 25/F., 9 Queen’s Road Central, Central, Hong Kong, on Thursday, 15 September 2016, at 11:00 a.m for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**” and each a “**Director**”) and the auditor for the financial year ended 31 March 2016.
2. To re-elect the retiring Directors and authorise the board of Directors of the Company (the “**Board**”) to fix the respective remuneration of the Directors:
 - (a) to re-elect Mr. Zhang Xiaobin as an executive Director;
 - (b) to re-elect Mr. Chiu Sui Keung as an executive Director;
 - (c) to re-elect Mr. Shao Zili as a non-executive Director;
 - (d) to re-elect Mr. Li Du as a non-executive Director;
 - (e) to re-elect Mr. Cheng Wing Keung Raymond as an independent non-executive Director;
 - (f) to re-elect Dr. Lam Lee G. as an independent non-executive Director; and
 - (g) to authorise the Board to fix the Directors’ remuneration.
3. To re-appoint HLB Hodgson Impey Cheng Limited as the Company’s auditor and authorise the Board to fix their remuneration for the year ending 31 March 2017.

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4. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

(a) **“THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) (as amended from time to time) (the **“Listing Rules”**), be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (iii) the total number of shares of the Company to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined), or (b) the exercise of options under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees and Directors and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company, or (c) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company; or (d) an issue of shares of the Company as scrip dividend or similar arrangement in accordance with the memorandum and articles of association of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

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(iv) for the purpose of this resolution: “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal restrictions under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong).”

(b) “**THAT:**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase or otherwise acquire shares in the capital of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Hong Kong Securities and Futures Commission (the “**SFC**”) for this purpose, subject to and in accordance with all applicable rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time and are applicable laws in this regard be and is hereby generally and unconditionally approved;
- (ii) the total number of shares of the Company which are authorised to be purchased pursuant to the approval granted in paragraph (i) above shall not exceed 10% of the total number of shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (iii) for the purpose of this resolution: “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company;

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- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.”

(c) **“THAT**

conditional upon the passing of the resolutions set out in paragraphs 4(a) and 4(b) of the notice convening the Meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to the resolution set out in paragraph 4(a) of the notice convening the Meeting be and is hereby extended by the addition thereto the total number of issued shares of the Company purchased or otherwise acquired by the Company pursuant to the authority granted to the Directors under the resolution set out in paragraph 4(b) above, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution.”

5. **“THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the shares of the Company issuable upon exercise of the share options to be granted pursuant to the authority hereby given, the Board be and is hereby authorised (i) to grant share options under the Share Option Scheme adopted on 8 October 2010 to such extent that the total number of shares of the Company which may be issued upon the exercise of such options shall represent up to 10 per cent. of the number of shares of the Company in issue as at the date of the passing of this resolution (the **“Refreshed Scheme Mandate”**); and (ii) to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Refreshed Scheme Mandate.”

By Order of the Board
Sino Resources Group Limited
Chow Chi Fai
Company Secretary

Hong Kong, 17 August 2016

NOTICE OF AGM

Notes:

- (a) Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy needs not be a shareholder of the Company. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited with the Company's share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjourned meeting thereof.
- (b) In relation to proposed resolution numbered 2 above, Mr. Zhang Xiaobin, Mr. Chiu Sui Keung, Mr. Shao Zili, Mr. Li Du, Mr. Cheng Wing Keung, Raymond and Dr. Lam Lee G. will retire from their offices as Directors at the Meeting and, being eligible, they will offer themselves for re-election. Particulars of the retiring Directors to be offered for re-election are set out in Appendix II to this circular.
- (c) In relation to the proposed resolutions numbered 4(a) to 4(c) above, the Directors wish to state that they have no immediate plans to issue any new shares or repurchase any existing shares of the Company.
- (d) In relation to the proposed resolution numbered 4(b) above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules are set out in Appendix I to this circular.
- (e) As at the date of this notice, the Board comprised ten Directors, of which Mr. Zhang Xiaobin, Mr. Gao Feng and Mr. Chiu Sui Keung are executive Directors, Ms. Geng Ying, Mr. Shao Zili and Mr. Li Du are non-executive Directors and Mr. Cheng Wing Keung Raymond, Mr. Lam Williamson, Mr. Wong Hoi Kuen and Dr. Lam Lee G. are independent non-executive Directors.
- (f) The register of members of the Company will be closed from Monday, 12 September to Thursday, 15 September 2016 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending the Meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 9 September 2016.

* *For identification purposes only.*