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偉俊礦業集團有限公司 \*  
WAI CHUN MINING INDUSTRY GROUP  
COMPANY LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 660)**

**COOPERATION FRAMEWORK AGREEMENT  
AND  
RESUMPTION OF TRADING**

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance.

**THE COOPERATION FRAMEWORK AGREEMENT**

The board would like to inform the shareholders of the Company that, on 9 February 2015, the Company entered into the Cooperation Framework Agreement with Shanghai Zhenrong pursuant to which the Company shall form a strategic partnership with Shanghai Zhenrong. Shanghai Zhenrong intends to lead and coordinate various financial institutions (such as funds) to subscribe for shares in the Company for financing the acquisition of the Target Company. The Company shall carry out in-depth negotiation with Shanghai Zhenrong on close cooperation in the oil and gas sales and purchases networks as well as the upstream and downstream businesses so as to get well prepared for the acquisition of the Target Company.

**The Company wishes to emphasise that the Possible Acquisition and the Possible Fundraising are subject to, among other things, the signing of the Formal Agreements and the terms and conditions of which are yet to be agreed. Shareholders and potential investors of the Company should note that the Possible Acquisition and the Possible Fundraising may or may not materialize and the final structure and terms of the Possible Fundraising, which are still subject to further negotiations between the parties, have yet to be finalized and may deviate from those set out in the Cooperation Framework Agreement. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Company's securities.**

The Possible Acquisition and the Possible Fundraising, if materialised, may constitute notifiable transactions for the Company under Chapter 14 of the Listing Rules and the Company will comply with the relevant requirements of the Listing Rules if necessary.

*\* for identification purpose only*

## **SUSPENSION AND RESUMPTION OF TRADING IN THE SHARES**

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 10:46 a.m. on 9 February 2015 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for resumption of trading in the Shares with effect from 9:00 a.m. on 10 February 2015.

This announcement is made by Wai Chun Mining Industry Group Company Limited (the “Company”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

Reference is made to the announcement on resumption of trading dated 2 February 2015 (the “Resumption Announcement”) published by the Company on the Stock Exchange. As mentioned in the Resumption Announcement, the Company is considering to acquire an interest in a listed Canadian company (the “Target Company”) (the “Possible Acquisition”). The Target Company is principally engaged in oil and gas exploration and owns one very large natural gas field and two large oil fields. One of the oil fields has been put into production.

## **THE COOPERATION FRAMEWORK AGREEMENT**

The board (the “Board”) of the directors (“Directors”) of the Company would like to inform the shareholders of the Company that, on 9 February 2015, the Company entered into a cooperation framework agreement with Shanghai Zhenrong Petroleum Co., Limited (“Shanghai Zhenrong”)(the “Cooperation Framework Agreement”) pursuant to which the Company shall form a strategic partnership with Shanghai Zhenrong. Shanghai Zhenrong intends to lead and coordinate various financial institutions (such as funds) to subscribe for shares in the Company (the “Possible Fundraising”) for financing the acquisition of the Target Company. The Company shall carry out in-depth negotiation with Shanghai Zhenrong on close cooperation in the oil and gas sales and purchases networks as well as the upstream and downstream businesses so as to get well prepared for the acquisition of the Target Company.

The cooperation between the Company and Shanghai Zhenrong under the Cooperation Framework Agreement is non-exclusive and its specific terms will be contained in individual agreements to be entered into (the “Formal Agreement(s)”). The Formal Agreement(s) shall form an indispensable part of the Cooperation Framework Agreement.

Shanghai Zhenrong is a large state-controlled corporation in the People’s Republic of China. Shanghai Zhenrong is principally engaged in trading of petroleum and energy commodities and related investments.

**The Company wishes to emphasise that the Possible Acquisition and the Possible Fundraising are subject to, among other things, the signing of the Formal Agreements and the terms and conditions of which are yet to be agreed. Shareholders and potential investors of the Company should note that the Possible Acquisition and the Possible Fundraising may or may not materialize and the final structure and terms of the Possible Fundraising, which are still subject to further negotiations between the parties, have yet to be finalized and may deviate from those set out in the Cooperation Framework Agreement. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Company’s securities.**

The Possible Acquisition and the Possible Fundraising, if materialised, may constitute notifiable transactions for the Company under Chapter 14 of the Listing Rules and the Company will comply with the relevant requirements of the Listing Rules if necessary.

#### **SUSPENSION AND RESUMPTION OF TRADING IN THE SHARES**

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By order of the Board  
**Wai Chun Mining Industry Group Company Limited**  
**LAM Ching Kui**  
*Chairman and Chief Executive Officer*

Hong Kong, 9 February 2015

As at the date of this announcement, the Board comprises:

***Executive Directors:***

LAM Ching Kui (*Chairman and Chief Executive Officer*)

***Independent Non-executive Directors:***

CHAN Chun Wai, Tony

HAU Pak Man

TO Yan Ming, Edmond