

*Unless otherwise defined in this announcement, terms defined in the prospectus dated 29 December 2011 (the “**Prospectus**”) issued by Huili Resources (Group) Limited (the “**Company**”) have the same meanings when used in this announcement.*

This announcement is for information purposes only and does not constitute an invitation or offer by any person to acquire, purchase or subscribe for the Shares. Potential investors should read the Prospectus for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Shares thereby being offered.

The information contained herein does not constitute or form part of any offer of securities for sale in the United States. Securities may not be offered or sold in the United States unless they are registered under applicable law or are exempt from registration under the U.S. Securities Act. The Offer Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold in the United States.

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滙力集團

HUILI GROUP

Huili Resources (Group) Limited

滙力資源(集團)有限公司

(incorporated in the Cayman Islands with limited liability)

SHARE OFFER

Number of Offer Shares	:	250,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	:	25,000,000 Shares (subject to adjustment)
Number of International Placing Shares	:	225,000,000 Shares (subject to adjustment and the Over-allotment Option)
Offer Price	:	HK\$1.70 per Offer Share payable in full on application in Hong Kong dollars, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%
Nominal value	:	HK\$0.10 per Share
Stock code	:	1303

Sponsor



China Everbright Capital Limited

Sole Global Coordinator



China Everbright Securities (HK) Limited

Joint Bookrunners



China Everbright Securities (HK) Limited



Joint Lead Managers



China Everbright Securities (HK) Limited



FORTUNE (HK) SECURITIES LIMITED

Application has been made by the Company to the Listing Committee of the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer (including any additional Shares which may be issued by the Company pursuant to the exercise of the Over-allotment Option) and any Shares which may be issued under the Share Option Scheme as described in the Prospectus. Assuming that the Hong Kong Public Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Thursday, 12 January 2012, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 12 January 2012. In the event the Over-allotment Option is exercised, an announcement will be made by the Company.

The Share Offer comprises the International Placing and the Hong Kong Public Offer. A total of initially 250,000,000 Offer Shares will be made available under the Share Offer, of which 225,000,000 International Placing Shares (subject to re-allocation and the Over-allotment Option), representing 90% of the Offer Shares, will initially be conditionally placed with selected professional, institutional and private investors under the International Placing. The remaining 25,000,000 Hong Kong Offer Shares (subject to re-allocation), representing 10% of the Offer Shares, will initially be offered to the public in Hong Kong under the Hong Kong Public Offer.

In connection with the Share Offer, the Company is expected to grant to the Sole Global Coordinator the Over-allotment Option which will expire on a date which is 30 days from the date of the last day of lodging application under the Hong Kong Public Offer. Pursuant to the Over-allotment Option, the Company may be required by the Sole Global Coordinator to allot and issue up to and not more than 37,500,000 additional new Shares (representing 15% of the total number of the Offer Shares initially available under the Share Offer) at the Offer Price to cover over-allocations in the International Placing.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms.

Applicants who wish the Hong Kong Offer Shares to be allotted in their own names should complete and sign the **WHITE** Application Form.

Applicants who wish to have the Hong Kong Offer Shares allotted and issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **YELLOW** Application Form, copies of which, together with the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Thursday, 29 December 2011 till 12:00 noon

on Thursday, 5 January 2012 from:

- the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong; or
- stockbrokers who may have the **YELLOW** Application Forms and the Prospectus available.

CCASS participants can input **electronic application instructions** to HKSCC via CCASS from 9:00 a.m. on Thursday, 29 December 2011 till 12:00 noon on Thursday, 5 January 2012.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 29 December 2011 until 12:00 noon on Thursday, 5 January 2012 at the following locations:

1. any of the following addresses of the Sponsor and the Hong Kong Underwriters:

China Everbright Capital Limited

17th Floor, Far East Finance Centre
16 Harcourt Road
Hong Kong

China Everbright Securities (HK) Limited

36th Floor, Far East Finance Centre
16 Harcourt Road
Hong Kong

CCB International Capital Limited

34/F, Two Pacific Place
88 Queensway
Admiralty
Hong Kong

Polaris Securities (Hong Kong) Limited

Unit 1003-4, Tower 1, Admiralty Centre
18 Harcourt Road
Hong Kong

2. any of the following branches of China Construction Bank (Asia) Corporation Limited:

	Branch Name	Address
Hong Kong Island	Central Branch	6 Des Voeux Road Central, Central
	Wanchai Hennessy Road Branch	139 Hennessy Road, Wanchai
	North Point Branch	382 King's Road, North Point
Kowloon	Tsimshatsui Humphreys Avenue Branch	3 Humphreys Avenue, Tsimshatsui
	Mongkok Nathan Road Branch	788 Nathan Road, Mongkok
	Kowloon Bay Amoy Gardens Branch	Shop 181, G/F, Phase IIA, Amoy Gardens, Kowloon Bay
New Territories	Tai Po Branch	Shop 9B, G/F, 1 On Chee Road, Tai Po
	Tuen Mun Branch	Shop 9, G/F Tuen Mun Town Plaza 2, Tuen Mun

Both **WHITE** and **YELLOW** Application Forms completed in all respects (to which cheques or banker's cashier orders should be crossed "Account Payee Only" and made payable to "CCB Nominees Limited — Huili Group Public Offer" and securely stapled) should be deposited in the special collection boxes provided at any of the branches referred to above from 9:00 a.m. on Thursday, 29 December 2011, until 12:00 noon on Thursday, 5 January 2012.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 29 December 2011, until 12:00 noon on Thursday, 5 January 2012.

Please refer to the sections headed "Structure of the Share Offer" and "How to apply for the Hong Kong Offer Shares" of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offer.

PUBLICATION OF RESULTS

The Company expects to publish the announcement on the level of indication of interest in the International Placing, level of applications in the Hong Kong Public Offer and basis of allotment under the Hong Kong Public Offer on Wednesday, 11 January 2012 in The Standard (in English), the Hong Kong Economic Times (in Chinese) and on the Company's website at www.huili.hk and the website of the Stock Exchange at www.hkexnews.hk.

The results of allocations in the Hong Kong Public Offer, including the Hong Kong identity card numbers, passport numbers or Hong Kong business registration numbers of successful applicants (where supplied) will be made available at www.tricor.com.hk/ipo/result and through a variety of channels from Wednesday, 11 January 2012.

COMMENCEMENT OF DEALINGS IN THE OFFER SHARES

The Company will not issue temporary documents of title. No receipt will be issued for sums paid on application.

Dealings in the Offer Shares on the Main Board are expected to commence at 9:00 a.m. on Thursday, 12 January 2012. The Shares will be traded in board lots of 2,000 Shares. The stock code of the Company is 1303.

By order of the Board
Huili Resources (Group) Limited
WANG Dayong
Chairman

Hong Kong, 29 December 2011

As of the date of this announcement, the executive Directors are Mr. WANG Dayong, Mr. LU Qi, Mr. ZHAO Guangsheng, Mr. WU Guangsheng and Mr. ZHAO Bochen, the non-executive Directors are Mr. XUE Di'an and Mr. LIU Tongyou, and the independent non-executive Directors are Mr. CAO Shiping, Mr. CAO Kuangyu and Mr. SIN Lik Man.

Please also refer to the published version of this announcement in The Standard (in English) and the Hong Kong Economic Times (in Chinese).