

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 disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



DEJIN RESOURCES GROUP COMPANY LIMITED

德金資源集團有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 1163)

UPDATE ON PROPOSED ALTERATION TO THE TERMS OF THE CONVERTIBLE NOTES

Reference is made to the announcements (the “**Announcements**”) of Dejin Resources Group Company Limited (the “**Company**”) dated 24 October 2013 and 4 November 2013 respectively in relation to the proposed alteration (the “**Proposed Alteration**”) to the terms of the Convertible Notes by way of: (i) extending the maturity date of the Convertible Notes for a further three years from 13 May 2013 to 13 May 2016; and (ii) revising the conversion price of the Convertible Notes from HK\$24 to HK\$0.30 per Share. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

The Company wishes to provide updates on the Proposed Alteration to the Shareholders and potential investors.

STATUS OF THE CIRCULAR AND THE SGM

The Company has submitted the draft circular (the “**Circular**”) containing, among other matters, details of the Proposed Alteration and notice of the SGM to the Stock Exchange for vetting. The Circular together with the notice of SGM will be despatched to the Shareholders as soon as possible after the vetting process has finished. As announced in the Announcements, the SGM will be convened and held for approving (i) the terms of the Supplemental Deeds and the transactions contemplated thereunder; and (ii) the grant of a specific mandate for the issue and allotment of the Conversion Shares at the New Conversion Price (subject to adjustment).

LIST OF HOLDERS OF CONVERTIBLE NOTES AND THEIR CONSENTS

As at the date of this announcement, according to the register of holders of Convertible Notes maintained by the Company, there are a total of 22 holders of Convertible Notes as follows:

Name of holders	Principal amount of Convertible Notes outstanding as at the date of this announcement (HK\$)	Approximate %
1. Perfect Direct Limited	339,000,000	40.2
2. Chen Jian Dong	114,000,000	13.5
3. Silver Bright Investments Limited	55,000,000	6.5
4. Peng Chun Chao	45,000,000	5.3
5. Million Winds Group Limited	40,000,000	4.7
6. Zeng Xiang Wei	36,000,000	4.3
7. Metrolink Holdings Limited	35,000,000	4.2
8. People Honour Limited	29,000,000	3.5
9. Orochi Capital Limited	20,000,000	2.4
10. Qin Jin	17,000,000	2.0
11. Sun Wen Hua	17,000,000	2.0
12. Meng Xiu Lan	16,000,000	1.9
13. UA Success Limited	16,000,000	1.9
14. Gu Jin Ming	14,000,000	1.7
15. Ding Feng	12,000,000	1.4
16. Wang Jie	11,000,000	1.3
17. Wang Shibo	10,000,000	1.2
18. Wang Fei Yang	6,000,000	0.7
19. Ace Treasure Investment Limited	5,000,000	0.6
20. New Heaven Investments Limited	3,000,000	0.4
21. Ocean Top Investments Limited	2,000,000	0.2
22. Chow Kuen Fong	1,000,000	0.1
Total:	843,000,000	100.0

As disclosed in the Announcements, there was one Remaining Holder who had not given his consent to the Proposed Alteration. After continuous effort spent by the Company to negotiate with the Remaining Holder, as at the date of this announcement, the Remaining Holder has also given his consent to the Proposed Alteration in favour of the Company. Accordingly, the Company has obtained 100% consent to the Proposed Alteration from all the existing holders of the Convertible Notes, and subject to the fulfillment of the conditions for the Proposed Alteration, the Supplemental Deeds will be binding on all the holders of the Convertible Notes.

Save and except the above holders, there are no other holders of the Convertible Notes.

CONDITIONS PRECEDENT TO THE PROPOSED ALTERATION

As disclosed in the Announcements, the Supplemental Deeds are conditional, and the Proposed Alteration will become effective, upon the fulfillment of the following conditions precedent:

- (1) the Stock Exchange granting its approval for the Proposed Alteration;
- (2) the passing of an ordinary resolution by the independent Shareholders at the SGM to approve the Supplemental Deeds and the transactions contemplated thereunder (including the issue of the Conversion Shares);
- (3) the Stock Exchange granting approval for the listing of, and permission to deal, in the Conversion Shares; and
- (4) all necessary approval and consents for the Proposed Alteration having been obtained.

None of the above conditions could be waived. As at the date of this announcement, none of the above conditions has been fulfilled.

GENERAL

The Company will further announce and update the Shareholders and potential investors upon despatch of the Circular and the notice of SGM.

By order of the Board
Dejin Resources Group Company Limited
Cheung Wai Yin, Wilson
Executive Director

Hong Kong, 6 March 2014

As at the date of this announcement, the Board comprises seven executive Directors, namely, Mr. Cheung Wai Yin, Wilson, Mr. Tian Lidong, Mr. Chan Ka Wing, Mr. Tsai Wallen, Mr. Mow Tai Loy, Mr. Lau Chi Yan, Pierre and Mr. Zhao Zhibin; and four independent non-executive Directors, namely, Mr. Fu Wing Kwok, Ewing, Ms. Pang Yuen Shan, Christina, Ms. Yeung Mo Sheung, Ann and Mr. Ma Ning.