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DEJIN RESOURCES GROUP COMPANY LIMITED

德金資源集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1163)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Dejin Resources Group Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held on Saturday, 29 March 2014 at 11:00 am at Jasmine Room, 3/F., Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong, for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the supplemental deed (the “**Hebei CN Supplemental Deed**”) dated 24 October 2013 and executed by the Company for the alteration of the terms of the three-year 0% convertible notes (the “**Hebei Convertible Notes**”), issued by the Company on 13 May 2010 in connection with the acquisition by the Group of the entire issued share capital of, and the debts due by, Goldpic Investments Limited for a total consideration of HK\$6,350 million pursuant the sale and purchase agreement dated 16 September 2009 (as amended on 25 January 2010, 26 March 2010 and 31 March 2010) and entered into between Best Commerce Limited as purchaser and Silver Mark Enterprises Limited as vendor, by: (i) extending the maturity date of the Hebei Convertible Notes for 3 years from 13 May 2013 to 13 May 2016; and (ii) amending the conversion price of the Hebei Convertible Notes from HK\$24 per share (the “**Share**”) of HK\$0.01 in the capital of the Company to HK\$0.3 per

Share, a copy of the Hebei CN Supplemental Deed having been produced to the SGM and marked “A” and initialed by the chairman of the SGM for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the supplemental deed (the “**Shandong CN Supplemental Deed**”, together with the Hebei CN Supplemental Deed, the “**Supplemental Deeds**”) dated 24 October 2013 and executed by the Company for the alteration of the terms of the three-year 0% convertible notes (the “**Shandong Convertible Notes**”, together with the Hebei Convertible Notes, the “**Convertible Notes**”), issued by the Company on 13 May 2010 in connection with the acquisition by the Group of the entire issued share capital of, and the debts due by, Mark Unison Limited for a total consideration of HK\$1,060 million pursuant to the sale and purchase agreement dated 16 September 2009 (as amended on 25 January 2010 and 26 March 2010) and entered into between Best Commerce Limited as purchaser and Wingem Investments Limited as vendor, by: (i) extending the maturity date of the Shandong Convertible Notes for 3 years from 13 May 2013 to 13 May 2016; and (ii) amending the conversion price of the Shandong Convertible Notes from HK\$24 per Share to HK\$0.3 per Share, a copy of the Shandong CN Supplemental Deed having been produced to the SGM and marked “B” and initialed by the chairman of the SGM for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (c) the allotment and issue of new Shares upon exercise of the conversion rights attached to the Convertible Notes at the conversion price of HK\$0.30 per Share (subject to adjustment) upon and subject to the terms and conditions of the Convertible Notes as amended by the Supplemental Deeds be and is hereby approved; and
- (d) any two directors (the “**Directors**”) of the Company be and are hereby authorized to implement and take all steps and do all acts and things and execute all such documents (including under seal where necessary) which they consider necessary, desirable or expedient to give effect to the Supplemental Deeds and the transactions contemplated thereunder.”

2. “**THAT**, to the extent not already exercised, the mandate to allot and issue shares of the Company given to the Directors at the annual general meeting (the “**AGM**”) of the Company held on 3 June 2013 be and is hereby revoked and replaced by the mandate **THAT**:

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock**

Exchange”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws (the “**Bye-laws**”) of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:

(i) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and

(ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of such resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

- 3. “**THAT** conditional upon the passing of resolution no. 2 above, the mandate granted to the Directors at the AGM to extend the general mandate to allot and issue Shares to the aggregate nominal amount of the Shares repurchased by the Company be and is hereby revoked and replaced by the mandate **THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 2 above in respect of the share capital of the Company referred to in sub-paragraph (ii) of paragraph (c) of such resolution.”
- 4. “**THAT** subject to and conditional upon the granting by the Stock Exchange approving the listing of and permission to deal in the Shares which may be issued pursuant to the exercise of option to be granted under the refreshed scheme mandate limit (the “**Scheme Mandate Limit**”) under the share option scheme adopted on 20 May 2011, which entitles the Directors to grant options after the listing of Shares on the Stock Exchange, in the manner as set out in paragraph 4(a) of this resolution:
 - (a) the refreshment of the Scheme Mandate Limit of up to 10 per cent. of the Shares in issue as at the date of passing of this resolution be and is hereby approved; and
 - (b) the Directors be and are hereby authorised do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

5. (a) To re-elect Mr. Chan Ka Wing as executive Director;
- (b) To re-elect Mr. Tsai Wallen as executive Director;
- (c) To re-elect Mr. Ma Ning as independent non-executive Director; and
- (d) To re-elect Ms. Yeung Mo Sheung, Ann as independent non-executive Director.

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

Hong Kong, 13 March 2014

Notes:

1. Any member entitled to attend and vote at the SGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. The form of proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. Where there are joint members any one of such joint members may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint member be present at the SGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint members, and for this purpose seniority shall be determined by the order in which the names stand in the register of shareholders of the Company in respect of the joint holding.
4. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the SGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.

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.