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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)

CLARIFICATION ANNOUNCEMENT

Reference is made to the circular (the “**Circular**”) of Dejin Resources Group Company Limited (the “**Company**”) dated 13 March 2014 in relation to, among other things, the Proposed Alteration of the terms of the Convertible Notes. Terms used herein shall have the same meanings as those defined in the Circular unless otherwise stated.

The Company wishes to correct the number of Conversion Shares as disclosed on page 8 and page 15 of the Circular. The number of Conversion Shares which may fall to be allotted and issued upon full exercise of the conversion rights attaching to the Convertible Notes at the New Conversion Price of HK\$0.30 per Conversion Shares should be 2,810,000,000 Shares instead of 2,753,333,333 Shares, which represents approximately (i) 677.16% of the issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 87.13% of the issued share capital of the Company as enlarged by the issue of the Conversion Shares (assuming there is no other change in the share capital of the Company).

Accordingly, the table illustrating the effect on the shareholding structure of the Company of the Proposed Alteration as shown on page 13 and page 32 of the Circular shall read as follow:

Name of Shareholders	As at the Latest Practicable Date	Approximate %	Immediately upon	Approximate %
			exercise of the conversion rights attached to the Convertible Notes in full (Note 1)	
Innovation Union Investments Limited (Note 2)	57,000,000	13.74%	57,000,000	1.78%
Mr. Cheung Wai Yin, Wilson (Note 3)	2,675,000	0.64%	2,675,000	0.08%
Mr. Tian Lidong (Note 4)	7,500,000	1.81%	7,500,000	0.23%
Noteholders (Note 5)	–	–	2,810,000,000	87.13%
Others	347,794,983	83.81%	347,794,983	10.78%
Total	414,969,983	100%	3,224,969,983	100%

Notes:

- As at the Latest Practicable Date, the Company had 14,650,000 outstanding Options granted to certain Directors and employees of the Company, carrying rights to subscribe for 14,650,000 Shares. Save as disclosed and for the Convertible Notes, the Company does not have any other outstanding warrants, derivatives or securities convertible into Shares as at the Latest Practicable Date. The shareholding structure shown in the above table has assumed (i) no exercise of the aforesaid Options, and (ii) no other change in the issued share capital and shareholding structure of the Company from the Latest Practicable Date.
- To the best knowledge, information and belief of the Directors, Innovation Union Investments Limited, is a controlled corporation of Mr. Kang Shifeng.
- Mr. Cheung Wai Yin, Wilson (“**Mr. Cheung**”) is a Director beneficially interested in 175,000 Shares. He is also deemed to be interested in 2,500,000 Shares held by Knight Asia Investments Limited, a controlled corporation of Mr. Cheung pursuant to the SFO.
- Mr. Tian Lidong (“**Mr. Tian**”) is a Director and is deemed to be interested in 7,500,000 Shares held by Sino Flourish Investments Limited, a controlled corporation of Mr. Tian pursuant to the SFO.

5. This is for illustrative purpose only. Upon full conversion of the Convertible Notes at the New Conversion Price, a total of 2,810,000,000 Conversion Shares will be issued, representing approximately (i) 6.77 times of the issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 87.13% of the issued share capital of the Company as enlarged by the issue of the Conversion Shares (assuming there is no other change in the share capital of the Company). According to the existing terms of the Convertible Notes, the Noteholder shall have the right to convert the Convertible Notes into Conversion Shares provided that (i) any conversion of the Convertible Notes does not trigger a mandatory offer obligation under Rule 26 of the Takeovers Code on the part of the Noteholder which exercises the conversion rights (or any party acting in concert with it); and (ii) the public float of the Shares shall not be less than 25% (or any given percentage as required by the Listing Rules) of the issued Shares at any one time in compliance with the Listing Rules.

Save for the aforesaid, all the information in the Circular remains unchanged.

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

Hong Kong, 14 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.