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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)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 29 MARCH 2014

The Board is pleased to announce that all the resolutions as set out in the Notice were duly passed by the Shareholders and the Independent Shareholders respectively (as the case may be) by way of poll at the SGM held on 29 March 2014.

Reference is made to the circular incorporating the notice (the “**Notice**”) of the special general meeting (the “**SGM**”) of Dejin Resources Group Company Limited (the “**Company**”) dated 13 March 2014 in relation to the proposed alteration of the terms of the Convertible Notes, the proposed refreshment of general mandate to allot and issue Shares, the proposed refreshment of Scheme Mandate Limit and the re-election of Directors (the “**Circular**”). Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

RESULTS OF THE SGM

At the SGM held on 29 March 2014, the voting on all proposed resolutions as set out in the Notice was taken by poll. The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

As at the date of the SGM, the total number of issued Shares in the Company was 429,594,983 Shares, being the total number of Shares entitling the Shareholders to attend and vote on the resolutions proposed at the SGM, other than the ordinary resolutions nos.2 and 3 of the SGM. Mr. Cheung Wai Yin, Wilson, (“**Mr. Cheung**”) Mr. Tian Lidong and their

respective associates were, in aggregate, interested in 10,175,000 Shares, representing approximately 2.37% of the total issued share capital of the Company, who were required to abstain from voting on the ordinary resolutions nos.2 and 3 at the SGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolutions nos.2 and 3 at the SGM was 419,419,983 Shares. Apart from aforesaid, there was no Share entitling the Shareholders thereof to attend and abstain from voting in favour of any resolution at the SGM as set out in Rule 13.40 of the Listing Rules and no Shareholder was required to abstain from voting at the SGM under the Listing Rules.

The Board is pleased to announce that all the resolutions proposed at the SGM were duly passed by the Shareholders and the Independent Shareholders (as the case may be) by way of poll at the SGM. The full text of the resolutions was set out in the Notice and the poll results in respect of each of the resolutions were as follows:

| Ordinary resolutions | | Number of votes (%) | |
|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------|----------------------------|------------------------|
| | | For | Against |
| 1. | To approve, confirm and ratify the Supplemental Deeds to effect the Proposed Alteration. | 88,225,655 (57.50%) | 65,202,275 (42.50%) |
| 2. | To grant a general mandate to Directors to allot, issue and otherwise deal with the Company's Shares. | 88,225,655 (57.50%) | 65,202,275 (42.50%) |
| 3. | To add the nominal amount of Shares repurchased by the Company to the mandate granted to the Directors under resolution no. 2. | 88,225,655 (57.50%) | 65,202,275 (42.50%) |
| 4. | To approve the refreshment of the Scheme Mandate Limit under the Share Option Scheme. | 88,225,655 (57.50%) | 65,202,275 (42.50%) |

| | | | | |
|----|-----|-----------------------------------------------------------------------------|------------------------|------------------------|
| 5. | (a) | To re-elect Mr. Chan Ka Wing as executive Director. | 88,225,655 (57.50%) | 65,202,275 (42.50%) |
| | (b) | To re-elect Mr. Tsai Wallen as executive Director. | 88,927,305 (57.96%) | 64,500,625 (42.04%) |
| | (c) | To re-elect Mr. Ma Ning as independent non-executive Director. | 88,927,305 (57.96%) | 64,500,625 (42.04%) |
| | (d) | To re-elect Ms. Yeung Mo Sheung, Ann as independent non-executive Director. | 88,927,305 (57.96%) | 64,500,625 (42.04%) |

As set out in the Circular, Mr. Cheung and his associates will abstain from voting in favour of resolutions no. 2 and 3 at the SGM. As at the date of the SGM, Mr. Cheung and his associates hold an aggregate of 2,675,000 Shares (the “**Interested Shares**”).

The Company has been informed by Mr. Cheung that he had cast in favour of the resolutions no. 2 and 3 due to miscommunication. After such miscommunication was being discovered, it was impractical for him to procure the withdrawal of such voting in time before the passing of the resolutions no. 2 and 3 at the SGM. If the votes cast by Mr. Cheung had been disregarded, the total number of votes cast in favour of each of the resolutions no. 2 and 3 were 85,550,655 and the total number of votes cast against each of the resolutions no. 2 and 3 were 65,202,275. As such, each of the resolutions no. 2 and 3 would remain to be passed by 56.75% of the votes cast at the SGM even if the votes in respect of the Interested Shares were not counted. In such circumstances, pursuant to the bye-laws of the Company, the Board announces that each of the resolutions no. 2 and 3 as set out in the SGM Notice were duly passed by the Independent Shareholders by way of poll at the SGM.

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

Hong Kong, 29 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.