

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Dejin Resources Group Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE
NEW SHARES OF THE COMPANY
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
OF THE COMPANY
AND
NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY**

A notice convening an annual general meeting of Dejin Resources Group Company Limited to be held at Jasmine Room, 3/F., Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Thursday, 5 June 2014 at 11:00 a.m. is set out on pages 15 to 18 of this circular. A form of proxy for use at the 2014 annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.dejinresources.com).

Whether or not you are able to attend the 2014 annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Branch Share Registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2014 annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude the shareholders from attending and voting in person at the meeting if they so wish.

30 April 2014

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2014 AGM”	an annual general meeting of the Company to be held at Jasmine Room, 3/F., Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Thursday, 5 June 2014 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 18 of this circular, or any adjournment thereof;
“Board”	the board of Directors;
“Buyback Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“Company”	Dejin Resources Group Company Limited 德金資源集團有限公司, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“Current Bye-laws”	the bye-laws of the Company currently in force;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“HKICPA”	Hong Kong Institute of Certified Public Accountants;
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	23 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong; and
“%”	per cent.



DEJIN RESOURCES GROUP COMPANY LIMITED

德金資源集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1163)

Executive Directors:

Mr. Cheung Wai Yin, Wilson (*Chairman*)
Mr. Lau Chi Yan, Pierre
Mr. Chan Ka Wing
Mr. Tsai Wallen
Mr. Tian Lidong
Mr. Mow Tai Loy
Mr. Zhao Zhibin

Independent Non-executive Directors:

Mr. Fu Wing Kwok, Ewing
Ms. Pang Yuen Shan, Christina
Ms. Yeung Mo Sheung, Ann
Mr. Ma Ning

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business:

Unit D, 4/F.
Sing Ho Finance Building
166-168 Gloucester
Wanchai, Hong Kong

30 April 2014

To the Shareholders

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE
NEW SHARES OF THE COMPANY
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
OF THE COMPANY
AND
NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the 2014 AGM for (i) the granting of the Buyback Mandate to the Directors; (ii) the granting of the Issuance Mandate to the

LETTER FROM THE BOARD

Directors; (iii) the extension of the Issuance Mandate by adding to it the nominal amount of the issued Shares repurchased by the Company under the Buyback Mandate; and (iv) the re-election of the retiring Directors.

2. PROPOSED GRANTING OF THE BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 3 June 2013, an ordinary resolution was passed for granting a general mandate to the Directors to repurchase the Company's own Shares not exceeding 10% of the total nominal amount of the issued share capital of the Company as at 3 June 2013 (the "**Previous Repurchase Mandate**"). At the special general meeting of the Company held on 29 March 2014, an ordinary resolution was passed for granting a general mandate to the Directors to allot, issue and deal with the Company's Shares not exceeding 20% of the total nominal amount of the issued share capital of the Company as at 29 March 2014 (the "**Previous Issuance Mandate**"). The Previous Issuance Mandate and the Previous Repurchase Mandate, to the extent not utilized, will lapse at the conclusion of the 2014 AGM.

At the 2014 AGM, ordinary resolutions will be proposed to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, of an aggregate nominal amount not exceeding 10% of the total nominal amount of the issued share capital of the Company as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$429,594.98 (equivalent to 42,959,498 Shares) on the basis that the existing issued share capital of the Company of 429,594,983 Shares remains unchanged as at the date of the 2014 AGM) (the "**Buyback Mandate**");
- (b) to allot, issue or deal with Shares of an aggregate nominal amount not exceeding 20% of the total nominal amount of the issued share capital of the Company as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$859,189.96 (equivalent to 85,918,996 Shares) on the basis that the existing issued share capital of the Company of 429,594,983 Shares remains unchanged as at the date of the 2014 AGM) (the "**Issuance Mandate**"); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2014 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 9 and 10 of the notice of the 2014 AGM as set out on pages 15 to 18 of this circular.

LETTER FROM THE BOARD

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to clause 87 of the Current Bye-laws, Mr. Tian Lidong, Mr. Lau Chi Yan, Pierre, Mr. Zhao Zhibin and Ms. Pang Yuen Shan, Christina shall retire by rotation at the 2014 AGM. All of the above four Directors, being eligible, will offer themselves for re-election at the 2014 AGM.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above four Directors proposed to be re-elected at the 2014 AGM are set out in Appendix II to this circular.

4. 2014 AGM AND PROXY ARRANGEMENT

The notice of the 2014 AGM is set out on pages 15 to 18 of this circular. At the 2014 AGM, resolutions will be proposed to approve, inter alia, the granting of the Buyback Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the nominal amount of Shares repurchased pursuant to the Buyback Mandate, and the re-election of the retiring Directors.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2014 AGM. An announcement on the poll vote results will be published by the Company after the 2014 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the 2014 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.dejinresources.com). Whether or not you are able to attend the 2014 AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Branch Share Registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the 2014 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2014 AGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Directors consider that the granting of the Buyback Mandate, the granting/extension of the Issuance Mandate and the re-election of the retiring Directors are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2014 AGM.

6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in appendices to this circular: Appendix I – Explanatory Statement on the Buyback Mandate; and Appendix II – Details of the Retiring Directors Proposed to be Re-elected at the 2014 AGM.

Yours faithfully,
By order of the Board
Cheung Wai Yin, Wilson
Chairman

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2014 AGM in relation to the granting of the Buyback Mandate.

1. REASONS FOR BUYBACK OF SHARES

The Directors believe that the granting of the Buyback Mandate is in the interests of the Company, the Group and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 429,594,983 Shares and convertible notes carrying rights to subscribe for approximately 35,125,000 Shares remained outstanding. If the conversion rights attached to the said convertible notes were exercised in full, approximately 35,125,000 new Shares would be issued by the Company.

Subject to the passing of the ordinary resolution set out in item 9 of the notice of the 2014 AGM in respect of the granting of the Buyback Mandate and on the basis that the issued ordinary share capital of the Company remains unchanged as at the date of the 2014 AGM, i.e. being 429,594,983 Shares, the Directors would be authorized under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, an aggregate nominal amount of Shares up to HK\$429,594.98 (equivalent to 42,959,498 Shares), representing 10% of the aggregate nominal amount of Shares in issue as at the date of the 2014 AGM. Assuming the conversion rights attached to the afore-mentioned convertible notes were exercised in full prior to the date of passing of the resolution in respect of the Buyback Mandate and assuming also that there were no other changes in the issued ordinary share capital of the Company prior to the date of passing of the said resolution, the total number of Shares in issue would be approximately 464,719,983 Shares and the Directors would be authorized to repurchase up to approximately 46,471,998 Shares.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's Memorandum of Association and Bye-laws, the laws of Bermuda and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2013) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Innovation Union Investments Limited was interested in 57,000,000 issued Shares, representing approximately 13.27% of the total issued share capital of the Company. On the basis that (i) the total issued share capital of the Company (being 429,594,983 Shares) remains unchanged as at the date of the 2014 AGM, and (ii) the shareholding of Innovation Union Investments Limited (being 57,000,000 issued Shares) in the Company remains unchanged immediately after the full exercise of the Buyback Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the 2014 AGM (presuming that apart from the decrease of the issued share capital arising from the said full exercise of the Repurchase Mandate, there is no other change in the Company's issued share capital), the shareholding interest of Innovation Union Investments Limited in the issued Shares would be increased to approximately 14.74% of the total issued share capital of the Company. As far as the Directors are aware, no Shareholder, other than Innovation Union Investments Limited, holds 10% or more in the issued Shares as at the Latest Practicable Date.

The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Buyback Mandate.

The Listing Rules prohibit a company from making repurchase of its shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's issued share capital would be in public hands. The Directors do not propose to repurchase Shares, which would result in less than the prescribed minimum percentage of Shares in public hands.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Buyback Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the following months were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2013		
April	0.330	0.275
May	0.450	0.260
June	0.345	0.270
July	0.405	0.270
August	0.340	0.290
September	0.320	0.280
October	0.425	0.290
November	0.420	0.325
December	0.375	0.315
2014		
January	0.355	0.315
February	0.350	0.300
March	0.340	0.270
April (up to the Latest Practicable Date)	0.300	0.202

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous 6 months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the 2014 AGM, are provided below.

(1) Mr. Tian Lidong

Position and experience

Mr. Tian Lidong (“**Mr. Tian**”), aged 50, was appointed as an executive director of the Company on 18 April 2012. He is also a member of the Executive Committee of the Company. Mr. Tian graduated from 邯鄲大學, and completed Senior Management Program in Tsinghua University. He is the founder and president of 河北省東信實業有限公司 and has over 25 years of experience in corporate management. Mr. Tian was a member of 11th Hebei Provincial People’s Congress (第十一屆河北省人大代表). He is currently a committee member of Hebei Province Federation of Industry and Commerce (河北省工商業聯合會).

Mr. Tian has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the service agreement entered into between the Company and Mr. Tian, his current term of office is 3 years. Mr. Tian is also subject to retirement and re-election at the annual general meeting of the Company in accordance with the Current Bye-laws.

Relationships

As far as the Directors are aware, Mr. Tian does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Tian was interested in 7,500,000 Shares which were held by Sino Flourish Investments Limited (a company wholly owned by Mr. Tian). Save as disclosed above, Mr. Tian was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

Director’s emoluments

Pursuant to Mr. Tian’s service agreement with the Company, Mr. Tian is entitled to receive an annual salary of HK\$260,000 and a discretionary bonus, the amount of which shall be decided by the Board. The above emoluments of Mr. Tian

are recommended by the Company's Remuneration Committee and approved by the Board with reference to Mr. Tian's qualifications, experience and responsibility and the Company's remuneration policy.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Tian to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Tian that need to be brought to the attention of the Shareholders.

(2) Mr. Lau Chi Yan, Pierre

Position and experience

Mr. Lau Chi Yan, Pierre ("Mr. Lau"), aged 38, has been an executive director of the Company since September 2009. He is also a member of Executive Committee of the Company. Mr. Lau graduated at the University of Calgary in Alberta, Canada in 2000 with a Bachelor of Science Degree in Computer Science. In 2008, he obtained an Executive Master Degree of Business Administration in General Management awarded by the University of Hull, the United Kingdom. Mr. Lau has over 14 years of experience in the field of information system, operational system and general management. Mr. Lau is currently an executive director of Merdeka Resources Holdings Limited (a company listed on the Growth Enterprise Market of the Stock Exchange; stock code: 8163). Besides, Mr. Lau has been active in public services in Mainland China. He is a member of Guangdong Huizhou Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議廣東省惠州市委員會).

Save as disclosed above, Mr. Lau has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the service agreement entered into between the Company and Mr. Lau, his current term of office is 3 years. Mr. Lau is also subject to retirement and re-election at the annual general meeting of the Company in accordance with the Current Bye-laws.

Relationships

As far as the Directors are aware, Mr. Lau does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Lau held 2,000,000 share options granted by the Company, entitling him to subscribe for 2,000,000 Shares. Save as disclosed above, Mr. Lau was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to Mr. Lau's service agreement with the Company, Mr. Lau is entitled to receive an annual director's fee of HK\$240,000 and a gratuity bonus equivalent to 15% of his total remuneration package upon the expiry of the service agreement or the resignation on his own accord. The above emolument of Mr. Lau is recommended by the Company's Remuneration Committee and approved by the Board with reference to Mr. Lau's qualifications, experience and responsibility and the Company's remuneration policy.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Lau to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Lau that need to be brought to the attention of the Shareholders.

(3) Mr. Zhao Zhibin*Position and experience*

Mr. Zhao Zhibin ("**Mr. Zhao**"), aged 58, was appointed as an executive director of the Company on 14 December 2012. He is also a member of the Executive Committee of the Company. Mr. Zhao completed professional finance program in 邯鄲職工大學. Mr. Zhao has over 22 years of experience in banking industry. Prior to his appointment, Mr. Zhao has held senior positions in Industrial and Commercial Bank of China in Handan, Hebei Province.

Mr. Zhao has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the service agreement entered into between the Company and Mr. Zhao, his current term of office is 3 years. Mr. Zhao is also subject to retirement and re-election at the annual general meeting of the Company in accordance with the Current Bye-laws.

Relationships

As far as the Directors are aware, Mr. Zhao does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhao was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to Mr. Zhao's service agreement with the Company, Mr. Zhao is entitled to receive an annual director's fee of HK\$240,000. The above emolument of Mr. Zhao is recommended by the Company's Remuneration Committee and approved by the Board with reference to Mr. Zhao's qualifications, experience and responsibility and the Company's remuneration policy.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Zhao to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Zhao that need to be brought to the attention of the Shareholders.

(4) Ms. Pang Yuen Shan, Christina*Position and experience*

Ms. Pang Yuen Shan, Christina ("**Ms. Pang**"), aged 41, has been an independent non-executive director of the Company since May 2011. She is also the Chairman of both the Remuneration Committee and the Nomination Committee and a member of the Audit Committee of the Company. Ms. Pang graduated from City University of Hong Kong in 1995 and obtained a Bachelor of Laws (LL.B) with Honours. She also obtained a Master of Laws in International & Commercial Law (LL.M) from University of Sheffield, the United Kingdom in 1996, a Postgraduate Certificate in Laws (PCLL) from City University of Hong Kong in 1997. Ms. Pang has been qualified as a practicing solicitor since September 1999. Ms. Pang was an in-house legal counsel with the Young Champion Group between April 2000 and September 2002. Ms. Pang is currently acting as the in-house legal counsel of Waldorf Group. She is now also a consultant lawyer of Tso Au Yim & Yeung, a solicitors firm in Hong Kong, and an independent non-executive director of Talent Property Group Limited (a company listed on the Main Board of the Stock Exchange; stock code: 760) and Speedy Global Holdings Limited (a company listed on the Main Board of the Stock Exchange; stock code: 540). Ms. Pang resigned as an executive director of International Standard Resources Holdings Limited (a

company listed on the Main Board of the Stock Exchange; stock code: 91) on 15 June 2011. She had been an independent non-executive director of such company from 1 August 2009 to 29 September 2009 and then re-designated as an executive director from 30 September 2009.

Save as disclosed above, Ms. Pang has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the service agreement entered into between the Company and Ms. Pang, her current term of office is 3 years. Ms. Pang is also subject to retirement and re-election at the annual general meeting of the Company in accordance with the Current Bye-laws.

Relationships

As far as the Directors are aware, Ms. Pang does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Pang held 200,000 share options granted by the Company, entitling her to subscribe for 200,000 Shares. Save as disclosed above, Ms. Pang was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to Ms. Pang's service agreement with the Company, Ms. Pang is entitled to receive an annual director's fee of HK\$150,000. The above emolument of Ms. Pang is recommended by the Company's Remuneration Committee and approved by the Board with reference to Ms. Pang's qualifications, experience and responsibility and the Company's remuneration policy.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Ms. Pang to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Pang that need to be brought to the attention of the Shareholders.



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 IS HEREBY GIVEN that an Annual General Meeting of Dejin Resources Group Company Limited 德金資源集團有限公司 (the “**Company**”) will be held at Jasmine Room, 3/F., Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Thursday, 5 June 2014 at 11:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2013;
2. To re-elect Mr. Tian Lidong as an executive director of the Company;
3. To re-elect Mr. Lau Chi Yan, Pierre as an executive director of the Company;
4. To re-elect Mr. Zhao Zhibin as an executive director of the Company;
5. To re-elect Ms. Pang Yuen Shan, Christina as an independent non-executive director of the Company;
6. To authorize the board of directors of the Company to appoint additional directors as and when the board considers necessary and appropriate;
7. To authorize the board of directors of the Company to fix the respective directors’ remuneration;
8. To re-appoint Elite Partners CPA Limited as auditor of the Company and to authorize the board of directors of the Company to fix auditor’s remuneration;

AS SPECIAL BUSINESS

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to

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purchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognized by the Securities and Future Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

- (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
 - (c) for the purpose of this resolution, “Relevant Period” means the period from 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.”;
10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, 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 authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);

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- (ii) the exercise of the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into shares of the Company;
- (iii) the exercise of options under share option scheme(s) of the Company; and
- (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; and

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions 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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”; and

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11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions set out in items 9 and 10 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 10 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 9 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”.

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

Hong Kong, 30 April 2014

Notes:

1. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. 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. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Branch Share Registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.