

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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Dejin Resources Group Company Limited (the "Company"), 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 or transfer was effected, for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance on the whole or any part of the contents of this circular.



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 REMOVAL AND APPOINTMENT OF DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the SGM to be held at Jasmine Room, 3/F., Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Tuesday, 10 June 2014 at 11:00 a.m. is set out on pages 6 to 7 of this circular.

A proxy form for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same at the office of the Company's branch share registrar 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 SGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned meeting thereof should you so wish.

21 May 2014

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Notice of SGM	6

DEFINITIONS

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

“Board”	board of Directors
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“Company”	Dejin Resources Group Company Limited (stock code: 1163), a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Stock Exchange
“Director(s)”	the directors of the Company
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Appointment”	the proposed appointment of Mr. Yang Zhihua as executive director of the Company as proposed in the Requisition Notice
“Proposed Removal”	the proposed removal of Mr. Mow Tai Loy, Mr. Tian Lidong and Mr. Zhao Zhibin as executive directors of the Company as proposed in the Requisition Notice
“Requisition”	the requisition for the convening of the SGM to consider the Proposed Appointment and the Proposed Removal as raised in the Requisition Notice
“Requisition Notice”	the requisition notice dated 5 May 2014 issued by three registered Shareholders who were holding not less than 10% of the paid-up Shares in aggregate as the date of deposit of the Requisition Notice, requesting the Board to convene a special general meeting for the Requisition
“SGM”	the special general meeting of the Company to be convened and held for the Shareholders to consider and approve the Proposed Removal and the Proposed Appointment

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong



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
Mr. Lau Chi Yan, Pierre
Mr. Chan Ka Wing
Mr. Tsai Wallen
Mr. Mow Tai Loy
Mr. Tian Lidong
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 in Hong Kong:

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

21 May 2014

To the Shareholders

Dear Sir or Madam

**PROPOSED REMOVAL AND APPOINTMENT OF DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information to make an informed decision regarding the resolutions to be proposed at the SGM and to give you notice of the SGM. Ordinary resolutions will be proposed at the SGM relating to the Proposed Removal and the Proposed Appointment.

LETTER FROM THE BOARD

REQUISITION FROM SHAREHOLDERS

On 7 May 2014, the Board received the Requisition Notice from three registered Shareholders who were holding not less than 10% of the paid-up Shares in aggregate as the date of the Requisition Notice, requesting the Board to convene a special general meeting in accordance with the Bye-laws, and in any event within 21 days from the date of deposition of the Requisition Notice, in relation to the following ordinary resolutions:

- (i) that Mr. Mow Tai Loy be removed as executive director of the Company with immediate effect;
- (ii) that Mr. Tian Lidong be removed as executive director of the Company with immediate effect;
- (iii) that Mr. Zhao Zhibin be removed as executive director of the Company with immediate effect; and
- (iv) that Mr. Yang Zhihua be appointed as executive director of the Company with immediate effect.

Pursuant to Bye-law 58, Shareholders holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company at all times, have the right to require a special general meeting to be called by the Board for the transaction of any business as specified in the Requisition Notice. Upon receipt of the Requisition Notice, the Board is required to convene a special general meeting within 21 days thereof and the meeting shall be held within 2 months from the date of deposit of the Requisition Notice.

Information of Mr. Yang

The following information of Mr. Yang Zhihua is reproduced from the Requisition Notice:

“Mr. Yang Zhihua, aged 49, has over 25 years of working experience in the mining industry. In 1989, Mr. Yang joined 武警黃金16支隊 and transferred to 廣州軍區企業局 in 1995 to commence the exploitation activities at various mines. In 2002, Mr. Yang was engaged to build up Guangxi Longchuan Goldmine Group and acted as the managing director of the company until he left in 2012. Mr. Yang is currently the managing director of 廣西百色金龍礦業公司 and 貴州冊亨縣金龍礦業公司 since 2013 to present.

Mr. Yang has not held directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and have not held any other positions in the company or other members of the group as at the date hereof.

As at the date hereof, Mr. Yang does not have any interests in the shares of the Company which is required to be disclosed under Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong. Mr. Yang does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company as at the date hereof.

LETTER FROM THE BOARD

Save for the above, there is no other matters relating to Mr. Yang that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.”

The Board wishes to clarify that the above information of Mr. Yang Zhihua is not verified by the Board.

RECOMMENDATION

Pursuant to Bye-law 86(4), the Shareholders may remove a Director at any time before the expiration of his period of office by ordinary resolution held at any general meeting convened, notwithstanding anything contrary to the Bye-laws or any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement), provided that the notice of any such general meeting must contain a statement of intention of the proposed removal of the Director and the notice must be served on such Director 14 days before the meeting. Such Director shall be entitled to be heard on the motion for his removal during the meeting.

There are no reasons and/or any information and/or grounds in respect of the Proposed Removal and Proposed Appointment provided in the Requisition Notice. Accordingly the Board is not able to provide you with any reason and/or any information and/or grounds in respect of the Proposed Removal and Proposed Appointment, and is not in a position to give opinions on the ability and/or capacity of Mr. Yang Zhihua.

Shareholders are advised to consider the information in this circular and the any submission which may be made by the Shareholders or the Directors who are subject of the Proposed Removal at the SGM and to decide to vote for or against the resolutions to be proposed at the SGM.

GENERAL

At the SGM, ordinary resolutions for the Proposed Removal and the Proposed Appointment will be proposed. Voting on the resolutions at the SGM will be conducted by poll. No Shareholder is required to abstain from voting on the relevant resolutions to be proposed at the SGM.

Whether or not you are able to attend the SGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time for the SGM or any adjournment thereof 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. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

Yours faithfully
For and on behalf of the Board
Dejin Resources Group Company Limited
Cheung Wai Yin, Wilson
Executive Director



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 a special general meeting (the “**SGM**”) of Dejin Resources Group Company Limited (the “**Company**”) will be held at Jasmine Room, 3/F., Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Tuesday, 10 June 2014 at 11:00 a.m., 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** Mr. Mow Tai Loy be and is hereby removed as executive director of the Company with immediate effect.”
2. “**THAT** Mr. Tian Lidong be and is hereby removed as executive director of the Company with immediate effect.”
3. “**THAT** Mr. Zhao Zhibin be and is hereby removed as executive director of the Company with immediate effect.”
4. “**THAT** Mr. Yang Zhihua be and is hereby appointed as executive director of the Company with immediate effect.”

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

Hong Kong, 21 May 2014

NOTICE OF SGM

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 Level 22, Hopewell Centre, 183 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.