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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 ANNUAL GENERAL MEETING HELD ON 5 JUNE 2014  
AND  
RETIREMENT OF DIRECTORS**

The Board announces that:

- (1) Save and except for the re-election of Mr. Tian Lidong and Mr. Zhao Zhibin as executive directors of the Company, all the resolutions moved at the AGM held on 5 June 2014 were duly passed.
- (2) Mr. Tian Lidong and Mr. Zhao Zhibin retired as executive directors of the Company since the resolutions nos. 2 and 4 in respect of their re-election were not passed at the AGM.

## POLL RESULTS

The board of directors (the “**Board**”) of Dejin Resources Group Company Limited (the “**Company**”) announces that except for the resolutions nos. 2 and 4, all the other resolutions moved at the annual general meeting of the Company held on 5 June 2014 (the “**AGM**”) were duly passed by way of poll voting. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%) <i>(Note (a))</i>	
		For	Against
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.	89,411,650 (100%)	0 (0%)
2.	To re-elect Mr. Tian Lidong as an executive director of the Company.	2,641,650 (2.95%)	86,770,000 (97.05%)
3.	To re-elect Mr. Lau Chi Yan, Pierre as an executive director of the Company.	89,101,650 (99.65%)	310,000 (0.35%)
4.	To re-elect Mr. Zhao Zhibin as an executive director of the Company.	2,641,650 (2.95%)	86,770,000 (97.05%)
5.	To re-elect Ms. Pang Yuen Shan, Christina as an independent non-executive director of the Company.	89,411,650 (100%)	0 (0%)
6.	To authorize the Board to appoint additional directors as and when the Board considers necessary and appropriate.	88,710,000 (99.22%)	701,650 (0.78%)
7.	To authorize the Board to fix the respective directors’ remuneration.	87,471,650 (97.83%)	1,940,000 (2.17%)
8.	To re-appoint Elite Partners CPA Limited as auditor of the Company and to authorize the Board to fix the auditor’s remuneration.	87,471,650 (97.83%)	1,940,000 (2.17%)

Ordinary Resolutions		Number of Votes (%) <sup>(Note (a))</sup>	
		For	Against
9.	To give a general mandate to the directors of the Company to repurchase the Company's shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	89,411,650 (100%)	0 (0%)
10.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	88,400,000 (98.87%)	1,011,650 (1.13%)
11.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by the aggregate nominal amount of shares repurchased by the Company.	88,710,000 (99.22%)	701,650 (0.78%)

*Notes:*

- (a) The number and percentage of votes are based on the total number of shares of the Company voted by the shareholders of the Company at the AGM in person or by proxy.
- (b) As all or a majority of the votes were cast in favour of the above resolutions nos. 1, 3 and 5 to 11, all such resolutions were duly passed as ordinary resolutions. As there was not a majority of votes cast for the above resolutions nos. 2 and 4, such resolutions nos. 2 and 4 were not passed.
- (c) The total number of shares of the Company in issue as at the date of AGM: 429,594,983 shares.
- (d) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM: 429,594,983 shares.
- (e) The total number of shares of the Company entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"): Nil.
- (f) The total number of shares of the Company that are required under the Listing Rules to abstain from voting at the AGM: Nil.

- (g) None of the shareholders of the Company have stated their intention in the Company's circular dated 30 April 2014 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (h) The Company's branch share registrar, Tricor Tengis Limited, acted as the scrutineer for the vote-taking at the AGM.

## **RETIREMENT OF DIRECTORS**

As indicated above, the resolutions nos. 2 and 4 regarding the re-election of Mr. Tian Lidong (“**Mr. Tian**”) and Mr. Zhao Zhibin (“**Mr. Zhao**”) as executive directors of the Company were not passed at the AGM since there was not a majority of votes cast for such resolutions. Accordingly, Mr. Tian and Mr. Zhao retired as executive directors of the Company on 5 June 2014.

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

Hong Kong, 5 June 2014

*As at the date of this announcement, the Board comprises five executive directors, namely, Mr. Cheung Wai Yin, Wilson, Mr. Lau Chi Yan, Pierre, Mr. Chan Ka Wing, Mr. Tsai Wallen and Mr. Mow Tai Loy; 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.*