

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.

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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)

**REQUISITION RECEIVED FOR CHANGES 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 Friday, 3 October 2014 at 11:00 a.m. is set out on pages 7 to 8 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.

22 August 2014

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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
“Latest Practicable Date”	19 August 2014, being the latest practicable date for the purpose of ascertaining certain information included in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Requested Appointment”	the requested appointment of Mr. Mow Tai Loy, Mr. Tian Lidong and Mr. Zhao Zhibin as executive director of the Company as set out in the Requisition Notice
“Requested Removal”	the requested removal of Mr. Tsai Wallen, Mr. Cheung Wai Yin, Wilson, Mr. Lau Chi Yan, Pierre, Mr. Yang Zhihua, Mr. Chan Ka Wing, Mr. Fu Wing Kwok, Ewing, Mr. Ma Ning, Ms. Pang Yuen Shan, Christina and Ms. Yeung Mo Sheung, Ann as executive directors and independent non-executive directors of the Company as set out in the Requisition Notice
“Requisition”	the requisition for the convening of the SGM to consider the Requested Appointment and the Requested Removal as raised in the Requisition Notice

DEFINITIONS

“Requisition Notice”	the requisition notice dated 4 August 2014 issued by a registered Shareholder who was 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 Requested Removal and the Requested Appointment
“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

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Executive Directors:

Mr. Cheung Wai Yin, Wilson

Mr. Lau Chi Yan, Pierre

Mr. Chan Ka Wing

Mr. Tsai Wallen

Mr. Yang Zhihua

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent non-executive Directors:

Mr. Fu Wing Kwok, Ewing

Ms. Pang Yuen Shan, Christina

Ms. Yeung Mo Sheung, Ann

Mr. Ma Ning

Principal place of

business in Hong Kong:

Unit D, 4/F.

Sing Ho Finance Building

166-168 Gloucester Road

Wanchai, Hong Kong

22 August 2014

To the Shareholders

Dear Sir or Madam

**REQUISITION RECEIVED FOR CHANGES OF DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the receipt of the Requisition Notice by the Company and to give you notice of the SGM. Ordinary resolutions will be proposed at the SGM relating to the Requested Removal and the Requested Appointment.

LETTER FROM THE BOARD

REQUISITION FROM A SHAREHOLDER

On 4 August 2014, the Board received the Requisition Notice from one registered Shareholder who was 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. Tsai Wallen be removed as executive director of the Company with immediate effect;
- (ii) that Mr. Cheung Wai Yin, Wilson be removed as executive director of the Company with immediate effect;
- (iii) that Mr. Lau Chi Yan, Pierre be removed as executive director of the Company with immediate effect;
- (iv) that Mr. Yang Zhihua be removed as executive director of the Company with immediate effect;
- (v) that Mr. Chan Ka Wing be removed as executive director of the Company with immediate effect;
- (vi) that Mr. Fu Wing Kwok, Ewing be removed as independent non-executive director of the Company with immediate effect;
- (vii) that Mr. Ma Ning be removed as independent non-executive director of the Company with immediate effect;
- (viii) that Ms. Pang Yuen Shan, Christina be removed as independent non-executive director of the Company with immediate effect;
- (ix) that Ms. Yeung Mo Sheung, Ann be removed as independent non-executive director of the Company with immediate effect;
- (x) that any and all director or directors appointed by the Board pursuant to article 86(2)(b) of the Bye-laws of the Company on or after 5 August 2014 be and they are hereby removed as director(s) with immediate effect;
- (xi) that Mr. Tian Lidong be appointed as executive director of the Company with immediate effect;
- (xii) that Mr. Mow Tai Loy be appointed as executive director of the Company with immediate effect; and
- (xiii) that Mr. Zhao Zhibin be appointed as executive director of the Company with immediate effect.

LETTER FROM THE BOARD

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. Tian Lidong, Mr. Zhao Zhibin and Mr. Mow Tai Loy

The Shareholder issuing the Requisition Notice does not provide any information about the background of and any information set out in Rule 13.51(2) of the Listing Rules relating to Mr. Tian Lidong, Mr. Zhao Zhibin and Mr. Mow Tai Loy.

The Shareholders can take reference to page 9 of the 2013 Annual Report of the Company for the latest information available to the Board regarding the biographical details of Mr. Tian Lidong, Mr. Zhao Zhibin and Mr. Mow Tai Loy. However, the Board wishes to clarify that such information of the biographical details of Mr. Tian Lidong, Mr. Zhao Zhibin and Mr. Mow Tai Loy may not be updated as at the date of this circular.

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 requested 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 Requested Removal and Requested Appointment provided in the Requisition Notice. Nor does the Requisition Notice include any consent given by Mr. Tian Lidong, Mr. Zhao Zhibin or Mr. Mow Tai Loy to act as director of the Company. It is uncertain if Mr. Tian Lidong, Mr. Zhao Zhibin or Mr. Mow Tai Loy has agreed to be re-elected as director of the Company in connection with the Requisition Notice. However, the Board would like to strongly emphasize and alert the shareholders of the Company of the following facts:

- (i) Mr. Tian Lidong was voted down as executive director of the Company at the annual general meeting held on 5 June 2014;
- (ii) Mr. Zhao Zhibin was voted down as executive director of the Company at the annual general meeting held on 5 June 2014; and
- (iii) Mr. Mow Tai Loy was removed as executive director of the Company at the special general meeting held on 10 June 2014.

LETTER FROM THE BOARD

The Board does not agree to the Requested Removal and recommends the Shareholders to vote against the resolutions numbered (i) to (x) contained in the notice of SGM in this circular to be proposed at the SGM.

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 Requested Appointment 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 Requested Removal and the Requested 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 requested 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

NOTICE OF SGM



DEJIN RESOURCES GROUP COMPANY LIMITED

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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 Friday, 3 October 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

- (i) that Mr. Tsai Wallen be removed as executive director of the Company with immediate effect;
- (ii) that Mr. Cheung Wai Yin, Wilson be removed as executive director of the Company with immediate effect;
- (iii) that Mr. Lau Chi Yan, Pierre be removed as executive director of the Company with immediate effect;
- (iv) that Mr. Yang Zhihua be removed as executive director of the Company with immediate effect;
- (v) that Mr. Chan Ka Wing be removed as executive director of the Company with immediate effect;
- (vi) that Mr. Fu Wing Kwok, Ewing be removed as independent non-executive director of the Company with immediate effect;
- (vii) that Mr. Ma Ning be removed as independent non-executive director of the Company with immediate effect;
- (viii) that Ms. Pang Yuen Shan, Christina be removed as independent non-executive director of the Company with immediate effect;
- (ix) that Ms. Yeung Mo Sheung, Ann be removed as independent non-executive director of the Company with immediate effect;
- (x) that any and all director or directors appointed by the Board pursuant to article 86(2)(b) of the Bye-laws of the Company on or after 5 August 2014 be and they are hereby removed as director(s) with immediate effect;

NOTICE OF SGM

- (xi) that Mr. Tian Lidong be appointed as executive director of the Company with immediate effect;
- (xii) that Mr. Mow Tai Loy be appointed as executive director of the Company with immediate effect; and
- (xiii) that Mr. Zhao Zhibin be 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, 22 August 2014

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.