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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)

NOTICE OF SPECIAL GENERAL MEETING

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 Thursday, 26 March 2015 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. Yang Bo be and is hereby appointed as executive director of the Company with immediate effect.”
2. “**THAT** Mr. Zhao Jinliang be and is hereby appointed as executive director of the Company with immediate effect.”
3. “**THAT** Ms. Cui Xiuzhen be and is hereby appointed as executive director of the Company with immediate effect.”
4. “**THAT** Mr. Wen Yongguo be and is hereby appointed as independent non-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, 6 March 2015

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.

As at the date of this announcement, the Board comprises five executive Directors, namely, Mr. Cheung Wai Yin, Wilson, Mr. Chan Ka Wing, Mr. Tsai Wallen, Mr. Lau Chi Yan, Pierre and Mr. Yang Zhihua; and three independent non-executive Directors, namely, Mr. Fu Wing Kwok, Ewing, Ms. Yeung Mo Sheung, Ann and Mr. Ma Ning.