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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)

FIRST DELISTING STAGE AND RESUMPTION CONDITIONS

Reference is made to the announcement (the “**Announcement**”) of Dejin Resources Group Company Limited (the “**Company**”) dated 31 December 2015 in relation to, among other things, update on work progress towards resumption of trading by the Company.

This announcement is made pursuant to Rules 13.09 and 13.24A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong).

FIRST DELISTING STAGE AND RESUMPTION CONDITIONS

On 24 November 2015, the Company received a letter from the Stock Exchange informing that the Company had been placed in the first stage of the delisting procedure, which will expire on 23 May 2016. The management of the Company was required to expedite its work progress towards resumption of trading and submit a viable resumption proposal to the Stock Exchange not later than 6 May 2016.

Pursuant to the requirements set out in the letter from the Stock Exchange, the Company shall fulfill the following resumption conditions:

1. demonstrate that the Company has sufficient business operation or value of assets under Rule 13.24 of the Listing Rules;
2. conduct an appropriate investigation on inside trading and related legal proceedings, disclose the findings of the investigation and take remedial actions;

3. demonstrate that there is no reasonable regulatory concern about management integrity which may pose a risk to investors and damage market confidence;
4. disclose all outstanding financial results and related audit qualifications;
5. demonstrate that the Company has put in place adequate financial reporting procedures and internal control systems to meet obligations under the Listing Rules; and
6. demonstrate that the Company has sufficient working capital to finance its operation for at least 12 months from the expected date of resumption.

The board (the “**Board**”) of directors of the Company is actively negotiating with holders (“**CB Holders**”) of convertible bonds of the Company (“**Convertible Bonds**”) for amendments of terms (“**Proposed Amendments**”) of the Convertible Bonds to complete the restructuring of debt. If the Company and the CB Holders fail to make a consensus on the amendments of terms of Convertible Bonds, the Company may put forward the Proposed Amendments to the relevant courts for sanction by way of a scheme of arrangement.

Meanwhile, the Board is now working diligently in studying and formulating a feasible and practicable business plan that should facilitate the resumption of trading of the Company as early as possible.

Should there be any material developments, the Company will inform shareholders of the Company and the public as and when appropriate.

SUSPENSION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:30 a.m. on 16 May 2014. Trading in the Shares will remain suspended until further notice.

By order of the Board
Dejin Resources Group Company Limited
Yang Zhihua
Executive Director

Hong Kong, 19 April 2016

As at the date of this announcement, the Board comprises seven executive Directors, namely Mr. Yang Zhihua, Mr. Ouyang Jun, Mr. Cui Zhigang, Mr. Lou Qingyu, Mr. Yang Bo, Mr. Zhao Jinliang and Ms. Cui Xiuzhen; and four independent non-executive Directors, namely Mr. Li Ranzhou, Mr. Ma Ning, Mr. Liu Fei and Mr. Zeng Nai Li.