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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)**

**RESIGNATION AND APPOINTMENT OF  
EXECUTIVE DIRECTORS AND  
INDEPENDENT NON-EXECUTIVE DIRECTORS  
AND  
CHANGE OF MEMBERS OF EXECUTIVE COMMITTEE,  
AUDIT COMMITTEE, NOMINATION COMMITTEE  
AND REMUNERATION COMMITTEE**

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, resignation of directors and appointment of new directors of the Company.

**RESIGNATION OF EXECUTIVE DIRECTORS AND MEMBERS OF EXECUTIVE COMMITTEE, NOMINATION COMMITTEE AND REMUNERATION COMMITTEE**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that it has accepted the resignation of Mr. Cheung Wai Yin, Wilson, Mr. Lau Chi Yan, Pierre, Mr. Chan Ka Wing and Mr. Tsai Wallen as executive Directors of the Company with effect from 12 August 2015. They tendered their resignations by applying Section 10A of the Employment Ordinance (Chapter 57 of the Laws of Hong Kong).

Accordingly, Mr. Cheung Wai Yin, Wilson, Mr. Lau Chi Yan, Pierre, Mr. Chan Ka Wing and Mr. Tsai Wallen will also cease to be members of the executive committee, nomination committee and remuneration committee of the Company upon their resignation as executive Directors. Saved for reserving their rights to claim against the Company for the amounts owing to them by the Company (and/or its subsidiaries), including without limitation to, whether by way of compensation, remuneration, severance payments, pensions, expenses or any other sum for loss of office or otherwise, Mr. Cheung Wai Yin, Wilson, Mr. Lau Chi Yan, Pierre, Mr. Chan Ka Wing and Mr. Tsai Wallen have confirmed that they have no disagreement with the Board, and there is no matter relating to their resignations that needs to be brought to the attention of the shareholders of the Company.

The Board wishes to express its appreciation for Mr. Cheung Wai Yin, Wilson, Mr. Lau Chi Yan, Pierre, Mr. Chan Ka Wing and Mr. Tsai Wallen 's contribution during their terms of appointment.

#### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND MEMBERS OF AUDIT COMMITTEE, NOMINATION COMMITTEE AND REMUNERATION COMMITTEE**

The Board announces that it has accepted the resignation of Mr. Fu Wing Kwok, Ewing, Ms. Yeung Mo Sheung, Ann and Mr. Wen Yongguo as an independent non-executive Director of the Company with effect from 12 August 2015. They tendered their resignations by applying Section 10A of the Employment Ordinance (Chapter 57 of the Laws of Hong Kong).

Accordingly, Mr. Fu Wing Kwok, Ewing, Ms. Yeung Mo Sheung, Ann and Mr. Wen Yongguo will also cease to be a member of audit committee, nomination committee and remuneration committee of the Company upon his resignation as an independent non-executive Director. Saved for reserving their rights to claim against the Company for the amounts owing to them by the Company (and/or its subsidiaries), including without limitation to, whether by way of compensation, remuneration, severance payments, pensions, expenses or any other sum for loss of office or otherwise, Mr. Fu Wing Kwok, Ewing, Ms. Yeung Mo Sheung, Ann and Mr. Wen Yongguo has confirmed that he has no disagreement with the Board, and there is no matter relating to their resignations that needs to be brought to the attention of the shareholders of the Company.

The Board wishes to express its appreciation for Mr. Fu Wing Kwok, Ewing, Ms. Yeung Mo Sheung, Ann and Mr. Wen Yongguo's contribution during their terms of appointment.

## **APPOINTMENT OF EXECUTIVE DIRECTORS, INDEPENDENT NON-EXECUTIVE DIRECTORS AND MEMBERS OF EXECUTIVE COMMITTEE, NOMINATION COMMITTEE AND REMUNERATION COMMITTEE**

The Board is pleased to announce that it has resolved to appoint Mr. Ouyang Jun, Mr. Lou Qingyu and Mr. Cui Zhigang as executive Directors of the Company, and appoint Mr. Li Ranzhou, Mr. Liu Fei and Mr. Zeng Nai Li as independent non-executive Directors of the Company; appoint Mr. Ouyang Jun, Mr. Lou Qingyu and Mr. Cui Zhigang as members of Executive Committee; appoint Mr. Yang Zhihua, Mr. Lou Qingyu, Mr. Li Ranzhou, Mr. Liu Fei and Mr. Zeng Nai Li as members of Nomination Committee and Remuneration Committee; appoint Mr. Li Ranzhou, Mr. Liu Fei and Mr. Zeng Nai Li as members of Audit Committee with effect from 12 August 2015.

Mr. Ouyang Jun, aged 51, graduated from the Department of Automation of Beijing University of Technology, majoring in the profession of automation control. He is a holder of an EMBA degree and the title of engineer. He served as an assistant engineer at the Institute of Automation, Chinese Academy of Sciences, a principal engineer at the department of design of hardware and integrated circuit of Daheng Image Vision Co., Ltd\* (大恒圖像視頻有限公司) of China Daheng Group\* (中國大恒集團). Currently, he is the chairman of the board of Beijing Microview Science and Technology Co., Ltd\* (北京微視新紀元科技有限公 司), a committee member of China Society of Image and Graphics\* (中國圖像圖形學學會), a committee member of the 4th session of Beijing University of Technology Education Foundation\* (北京工業大學教育基金會) and a committee member of the 6th Beijing University of Technology Education Alumni Association\* (北京工業大學校友會總會).

Mr. Lou Qingyu, aged 50, has received undergraduate education. He served as a manager at the department of investment of Zhejiang Wolong Group\* (浙江臥龍集團), a manager at the department of investment development of Supor Group\* (蘇泊爾集團) and a general manager of investment fund at Hangzhou Jinlong\* (杭州金龍).

Mr. Cui Zhigang, aged 47, served as an assistant general manager at Hebei Luan Xing Trading Company\* (河北灤興商貿公司). Currently, he is a general manager of Beijing Jia Hai Shun Cheng Investment Management Co., Ltd\* (北京嘉海順成投資管理有限公司).

Mr. Li Ranzhou, aged 41, received undergraduate education and graduated from the Department of Finance and Accounting of Shijiazhuang University of Economics, majoring in the profession of financial accounting. He finished postgraduate education at the Faculty of Securities and Futures of Shanghai University of Finance and Economics, majoring in international finance. He is a certified public accountant and certified security analyst in China. Currently, he serves as the head of research institute of Hengtai Futures Co., Ltd\* (恒

\* For identification purpose only

泰期貨有限公司) and an independent director at Insea Electron Co., Ltd\* (上海儀電電子股份有限公司) and Shanghai Taisheng Wind Power Equipment Co., Ltd.\* (上海泰勝風能裝備股份有限公司). He was the director of accounting and audit of Institute of Land Planning of Hunan Province\* (湖南省國土規劃院), a Shanghai correspondent of Fortune China (《財富中國》) of Hunan Television, an editor in charge of Oriental Outlook (《瞭望東方週刊》) of Xinhua News Agency, a vice-chief editor of Shanghai Capital Magazine (《上海國資》) and a deputy director of China Business News (第一財經日報).

Mr. Liu Fei, aged 44, has received master's postgraduate education and is a professorate senior engineer. He served as a technical director, engineer and deputy director at Northwest Non-ferrous Geology Exploration Bureau\* (西北有色地勘局), an engineer head and general manager at Shan Yang Qin Ding Mining Co., Ltd\* (山陽秦鼎礦業有限責任公司), a director at the department of mining industry development of Northwest Non-ferrous Geology Exploration Bureau, a general manager at Shaanxi Gold Group Incorporation Co., Ltd\* (陝西黃金集團有限公司) and a general manager at Xi An Zong Heng Investment Management Co., Ltd\* (西安縱橫投資管理有限公司).

Mr. Zeng Nai Li, aged 52, graduated from the Department of Mining and Processing of Kunming University of Science and Technology in Yunnan majoring in the profession of mining. Mr. Zeng is currently the general manager of Zhejiang Wenzhou Second Shaft Engineering Corporation\* (浙江溫州第二井巷工程公司), Shaanxi Ningshaan Bubugao Mining Company Limited\* (陝西寧陝縣步步高礦業有限責任公司), Shaanxi Ningshaan Jincheng Mining Company Limited\* (陝西寧陝縣金誠礦業有限公司). He was the chairman and general manager of Yunnan Lufeng Zinc Factory\* (雲南祿豐鋅廠), Gejiu Xinlong Mineral Processing Company Limited\* (個舊鑫隆選礦有限公司), Maguang Tianci Mining\* (馬關天賜礦業), Xichou Tianci Mining\* (西疇天賜礦業) and Guangnan Zaojiao Locust Tree Antimony Minerals\* (廣南皂角樹銻礦).

Mr. Ouyang Jun, Mr. Lou Qingyu, Mr. Cui Zhigang, Mr. Li Ranzhou, Mr. Liu Fei and Mr. Zeng Nai Li have entered into service agreements with the Company for a term of three years commencing from 12 August 2015 and shall be subject to retirement by rotation at the annual general meeting of the Company in accordance with the Articles of Association of the Company. Mr. Ouyang Jun, Mr. Lou Qingyu, Mr. Cui Zhigang, Mr. Li Ranzhou, Mr. Liu Fei and Mr. Zeng Nai Li are entitled to an annual director's fee of HK\$150,000, which shall be determined by the board of directors with reference to the skills, knowledge and expected participation in the Company's affairs of Mr. Ouyang Jun, Mr. Lou Qingyu, Mr. Cui Zhigang, Mr. Li Ranzhou, Mr. Liu Fei and Mr. Zeng Nai Li, profitability of the Company, salary benchmark of the industry and prevailing market conditions.

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Mr. Ouyang Jun, Mr. Lou Qingyu, Mr. Cui Zhigang, Mr. Li Ranzhou, Mr. Liu Fei and Mr. Zeng Nai Li have 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 of this announcement.

As at the date of this announcement, Mr. Ouyang Jun, Mr. Lou Qingyu, Mr. Cui Zhigang, Mr. Li Ranzhou, Mr. Liu Fei and Mr. Zeng Nai Li do 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. Ouyang Jun, Mr. Lou Qingyu, Mr. Cui Zhigang, Mr. Li Ranzhou, Mr. Liu Fei and Mr. Zeng Nai Li do not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company as at the date of this announcement.

The Board is of the view that Mr. Li Ranzhou, Mr. Liu Fei and Mr. Zeng Nai Li have met the independence guidelines set out in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Save as disclosed herein, the Board is not aware of any other matters relating to the appointment of Mr. Ouyang Jun, Mr. Lou Qingyu, Mr. Cui Zhigang, Mr. Li Ranzhou, Mr. Liu Fei and Mr. Zeng Nai Li 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 would like to take this opportunity to welcome Mr. Ouyang Jun, Mr. Lou Qingyu, Mr. Cui Zhigang, Mr. Li Ranzhou, Mr. Liu Fei and Mr. Zeng Nai Li to join the Company.

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

Hong Kong, 21 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.*