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## **DEJIN RESOURCES GROUP COMPANY LIMITED**

**(In Liquidation)**

**德金資源集團有限公司**

**(清盤中)**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1163)**

**Financial Adviser to the Company**



### **SIGNING OF EXCLUSIVITY AGREEMENT, RESTRUCTURING AGREEMENT AND SUBSCRIPTION AGREEMENT, APPOINTMENT OF FINANCIAL ADVISOR AND**

### **UPDATE ON THE STATUS OF THE RESUMPTION OF TRADING**

This announcement is made pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Dejin Resources Group Company Limited (In Liquidation) (the “**Company**”, together with its subsidiaries, the “**Group**”) wishes to provide the shareholders and potential investors of the Company with an update on the status of the resumption of trading of the Company's shares.

Since the appointment of the Joint and Several Liquidators (the “**Liquidators**”) of the Company, the Company has considered and negotiated with interested parties in relation to a possible restructuring of the Group.

#### **SIGNING OF EXCLUSIVITY AGREEMENT**

On 25 May 2017, Mr. Chen Chien Yeh (the “**Investor**”), the Company and the Liquidators entered into an exclusivity agreement (“**Exclusivity Agreement**”).

Pursuant to the Exclusivity Agreement, the Company and the Liquidators have agreed, among other things, to work exclusively with the Investor to negotiate and finalize the terms of a proposed restructuring of the Group (the “**Proposed Restructuring**”) and to prepare a resumption proposal and related documents for resumption of trading of the shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for a period of 18 months from the date of the Exclusivity Agreement.

## **SIGNING OF RESTRUCTURING AGREEMENT**

On 29 May 2017, the Company, the Liquidators and the Investor entered into a restructuring agreement (the “**Restructuring Agreement**”), pursuant to which the Proposed Restructuring will contain, among other things, (i) a capital restructuring; (ii) a subscription of new shares; (iii) an open offer; and (iv) a scheme of arrangement to be made between the Company and its creditors.

## **SIGNING OF SUBSCRIPTION AGREEMENT**

On 29 May 2017, the Company and the Investor entered into a conditional subscription agreement (the “**Subscription Agreement**”) in relation to the subscription of new shares of the Company.

To the best knowledge, information and belief of the Liquidators, and having made all reasonable enquiries, the Investor is a third party independent of and not connected with the Company and its connected persons (within the meaning of the Listing Rules).

**Shareholders and potential investors should note that the transactions contemplated under the Restructuring Agreement are subject to various conditions which may or may not be fulfilled. There is no guarantee that the Proposed Restructuring will complete. Shareholders and potential investors are reminded to exercise caution when dealing in the shares of the Company.**

Further announcement(s) will be made by the Company to inform the public on any material development of the Proposed Restructuring as and when appropriate.

## **APPOINTMENT OF FINANCIAL ADVISOR**

The Company has appointed VBG Capital Limited as its financial advisor to advise them on matters relating to the Proposed Restructuring.

VBG Capital Limited is a licenced corporation to conduct Type 1 (dealing in securities on the condition that it shall not engage in dealing activities other than those relating to corporate finance) and Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

## **RESUMPTION PROPOSAL**

The Company, the Investor and their respective advisors are preparing a valid resumption proposal and will submit it to the Exchange as soon as practicable.

## **CONTINUED SUSPENSION OF TRADING IN SHARES**

Trading in the shares of the Company on the Stock Exchange, which was suspended with effect from 9:00 a.m. on 16 May 2014, remains suspended and will continue to be so until further notice.

For and on behalf of  
**Dejin Resources Group Company Limited**  
**(In Liquidation)**  
**Kennic Lai Hang LUI**  
**YUEN Tsz Chun, Frank**  
Joint and Several Liquidators  
acting as agents without personal liabilities

Hong Kong, 29 May 2017

*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.*