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Ding He Mining Holdings Limited

鼎和礦業控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 705)

EQUITY ACQUISITION LETTER OF INTENT

This announcement is made by Ding He Mining Holdings Limited (the “**Company**”) pursuant to Rule 13.09 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 in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 14 August 2017, the Company entered into a non-legally binding (save for the confidentiality clause) equity acquisition letter of intent (the “**LOI**”) with Keen Resources Investment Limited (“**Keen Resources**”), pursuant to which, the Company intends to acquire from Keen Resources the entire equity interest of 肇慶聚光光伏電站有限公司 (Zhaoqing Concentration Photovoltaic Power Station Co., Limited*) (“**Zhaoqing CPV**”)及雲浮聚光光伏電站有限公司 (Yunfu Concentration Photovoltaic Power Station Co., Limited*) (“**Yunfu CPV**”) (the “**Cooperation**”).

To the best knowledge, information and belief of the Directors and after making all reasonable enquiries, Keen Resources and its ultimate beneficial owners are independent of the Company and the Company’s connected persons (as defined under the Listing Rules).

The Company intends to acquire the entire equity interest, all the assets, liabilities and debt interest of Zhaoqing CPV and Yunfu CPV. Upon signing of the LOI, the Company shall carry out due diligence on (including but not limited to) assets and liabilities of Zhaoqing CPV and Yunfu CPV, and on satisfying the results to sign the formal acquisition agreement within three months from the date of signing of the MOU.

The Group is principally engaged in (i) the mining of dolomite and manufacturing of magnesium ingots in Malaysia; (ii) bottling and sale of mineral water in the People’s Republic of China; and (iii) exploration of mining resources in the Republic of Indonesia.

Zhaoqing CPV is a company incorporated in the PRC with limited liability, its registered capital is RMB20,000,000. Its business scope include photovoltaic power generation project development, construction, maintenance, manufacturing and sales of photovoltaic equipment and components.

Yunfu CPV is a company incorporated in the PRC with limited liability, its registered capital is RMB20,000,000. Its business scope include photovoltaic power generation project development, construction, maintenance, manufacturing and sales of photovoltaic equipment and components.

The Directors consider that the signing of the LOI will enable the Company to expand its business into photovoltaic power generation which will benefit the Company and its shareholders as a whole in the long run.

Further announcement(s) will be made by the Company in accordance with the Listing Rules as and when appropriate.

By Order of the Board
Ding He Mining Holdings Limited
Du Jian Jun
Chairman and Executive Director

Hong Kong, 14 August 2017

As at the date of this announcement, the executive Directors are Mr. Du Jian Jun, Ms. Lu Sufang, Mr. Leung Wai Kwan, Mr. Yin Shibo, Mr. Fan Weipeng and Mr. Chen Liang, and the independent non-executive Directors are Mr. Liu Bo, Mr. Tong Zhu, Mr. Yuan Guangming and Mr. Chan Woon Wing.

**for identification purpose only*