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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)**

### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of Ding He Mining Holdings Limited (the “**Company**”) hereby announces that Mr. Chan Woon Wing (“**Mr. Chan**”) tendered his resignation as independent non-executive Director with effect from 5 January 2018 in order to devote more time to his own career and businesses.

Mr. Chan confirmed that he has no disagreement with the Board or the Company and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Following the resignation of Mr. Chan as independent non-executive Director, he also ceased to be the chairman of each of the audit committee and remuneration committee of the Company and a member of the nomination committee of the Company. As a result, the Company failed to meet (i) the requirement set out in Rule 3.10(2) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) that at least one of the independent non-executive directors must have appropriate professional qualifications or related financial management expertise; (ii) the requirement set out in Rule 3.21 of the Listing Rules that the audit committee must be chaired by an independent non-executive director; and (iii) the requirement set out in Rule 3.25 of the Listing Rules that the remuneration committee must be chaired by an independent non-executive director.

The Company will use its best endeavour to identify suitable candidate(s) to fill up the vacancies as soon as practicable and in any event within three months as required under Rules 3.11, 3.23 and 3.27 of the Listing Rules, and will make further announcement(s) as and when appropriate.

The Board would like to extend its appreciation to Mr. Chan for his valuable contribution during his tenure of office in the Company.

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

Hong Kong, 5 January 2018

*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 and Mr. Yuan Guangming.*