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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)

**CHANGE OF EXECUTIVE DIRECTOR,
CHANGE OF CHAIRMAN OF THE COMPANY
AND
CHANGE OF MEMBER OF BOARD COMMITTEE**

The board (the “**Board**”) of directors (the “**Directors**”) of Ding He Mining Holdings Limited (the “**Company**”) hereby announces that with effect from 10 April 2018:-

- (i) Mr. Du Jianjun (“**Mr. Du**”) has resigned as an executive Director and chairman of the Company due to his advanced age and personal health issues and also ceased to be chairman of the nomination committee of the Company (the “**Nomination Committee**”); and
- (ii) Mr. Liu Qiang (“**Mr. Liu**”) has been appointed as an executive Director, chairman of the Company and chairman of the Nomination Committee.

Mr. Du has 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**”).

The biographical details of Mr. Liu are set out below:-

Mr. Liu Qiang, aged 33, obtained his bachelor’s degree in materials from Shijiazhuang Tiedao University (formerly known as Shijiazhuang Railway Institute) and master’s degree in mining from China University of Mining & Technology, Beijing. Mr. Liu worked for China National Materials Group Corporation and Aviation Industry Corporation of China successively as deputy manager of Sinoma Mining Construction Co., Ltd., mergers and acquisitions manager of AVIC Resources Co., Ltd., deputy general manager of Symearth (Beijing) Lighting Technology Co., Ltd., executive vice president of AVIC Energy (Cambodia) Co., Ltd and other positions. He has participated in and organized a great number of cross-border investment

projects and has extensive experience in areas such as mergers, acquisitions and restructurings, international trade, multinational operations, strategic planning, corporate finance and so on. Mr. Liu has also been the vice chairman of China Chamber of Commerce from 2016 to 2018 and is currently the secretary general of the Agricultural Association in Cambodia since 2017.

Mr. Liu does not hold any directorship in any other listed companies during the past three years, and he does not have any relationship with any Directors, substantial or controlling shareholders (as defined under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) of the Company. He does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

There was no service contract between Mr. Liu and the Company in respect of the proposed length of services for the appointment of Mr. Liu as an executive Director. Mr. Liu is subject to retirement and re-election at the next following general meeting of the Company after his appointment and thereafter subject to retirement by rotation in accordance with the Articles of Association of the Company. Mr. Liu is entitled to a director’s fee of HK\$80,000 per month, which was determined by the Board with reference to the recommendation of the remuneration committee of the Company based on his duties, responsibilities in the Company, his qualification and experience, and the prevailing market conditions.

Save as disclosed above, neither is there any further information required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules nor is there any other matter relating to the appointment of Mr. Liu needs to be brought to the attention of the shareholders of the Company.

The Board would like to extend its appreciation to Mr. Du for his valuable contribution during his tenure of office in the Company and welcome Mr. Liu for joining the Board.

By Order of the Board
Ding He Mining Holdings Limited
Liu Qiang
Chairman and Executive Director

Hong Kong, 10 April 2018

As at the date of this announcement, the executive Directors are Mr. Liu Qiang, Ms. Lu Sufang, Mr. Leung Wai Kwan, Mr. Yin Shibo, Mr. Fan Weipen and Mr. Chen Liang, and the independent non-executive Directors are Ms. Wong Chi Yan, Mr. Chan Wai Kit and Mr. Yuan Guangming.