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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)**

**(I) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING  
HELD ON 11 JULY 2018;  
(II) APPOINTMENT OF DIRECTORS;  
(III) REMOVAL OF DIRECTORS AND CESSATION OF CHAIRMAN,  
VICE CHAIRMAN AND CHAIRMAN AND MEMBERS OF EACH OF  
THE BOARD COMMITTEES; AND  
(IV) APPOINTMENT OF CHAIRMAN AND CHAIRMAN AND  
MEMBERS OF EACH OF THE BOARD COMMITTEES**

**(I) POLL RESULTS OF THE EGM**

The Board announce that all resolutions proposed at the EGM held on 11 July 2018 were duly passed by the Shareholders as ordinary resolutions by way of poll.

**(II) APPOINTMENT OF DIRECTORS**

Upon the approval of the Shareholders at the EGM, the following appointment of Directors take effect from the conclusion of the EGM:-

- (a) Mr. WU Ju Shi was appointed as an executive Director; and
- (b) Mr. CHOI Wai Lung Edward, Mr. TSE Benjamin Andrew Jonathan and Ms. Irene FANG were appointed as independent non-executive Directors.

The Company convened a Board meeting after the EGM at which Mr. WANG Song Ling and Mr. LEUNG Wai Kwan have been appointed as executive Directors with effect from 11 July 2018.

**(III) REMOVAL OF DIRECTORS AND CESSATION OF CHAIRMAN, VICE CHAIRMAN AND CHAIRMAN AND MEMBERS OF EACH OF THE BOARD COMMITTEES**

Upon the approval of the Shareholders at the EGM, the following removal of the Directors and consequential cessation of Chairman, vice Chairman and chairman and members of each of the Board committees take effect from the conclusion of the EGM:-

- (1) Mr. LIU Qiang was removed as a Director and ceased to be the Chairman and the chairman of the Nomination Committee;
- (2) Ms. LU Sufang was removed as a Director and ceased to be the vice Chairman;
- (3) Mr. LEUNG Wai Kwan was removed as a Director and was subsequently appointed as an executive Director by the Board, and he also remains as the chief executive officer of the Company;
- (4) Mr. YIN Shibo was removed as a Director;
- (5) Mr. FAN Weipeng was removed as a Director;
- (6) Mr. CHEN Liang was removed as a Director;
- (7) Ms. WONG Chi Yan was removed as a Director and ceased to be the chairman of each of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee;
- (8) Mr. CHAN Wai Kit was removed as a Director and ceased to be a member of each of the Audit Committee; the Remuneration Committee and the Nomination Committee; and
- (9) Mr. YUAN Guangming was removed as a Director and ceased to be a member of each of the Audit Committee; the Remuneration Committee and the Nomination Committee.

**(IV) APPOINTMENT OF CHAIRMAN AND CHAIRMAN AND MEMBERS OF EACH OF THE BOARD COMMITTEES**

At the Board Meeting the Board resolved the following appointment of Chairman and chairman and members of each of the Board committees, all with effect from 11 July 2018:-

1. Mr. WANG Song Ling has been appointed as the Chairman and the chairman of the Nomination Committee and a member of the Remuneration Committee;
2. Mr. CHOI Wai Lung Edward has been appointed as the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee;
3. Mr. TSE Benjamin Andrew Jonathan has been appointed as the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee; and
4. Ms. Irene FANG has been appointed as a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee.

#### **(I) POLL RESULTS OF THE EGM**

Reference is made to the circular (the “**Circular**”) of Ding He Mining Holdings Limited (the “**Company**”) dated 15 June 2018 setting out, inter alia, the notice of the extraordinary general meeting of the Company (“**EGM**”) held on 11 July 2018 (the “**Notice of EGM**”). Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The Board announces that all resolutions proposed at the EGM held on 11 July 2018, as set out in the Notice of EGM, were duly passed by the Shareholders by way of poll.

Union Registrars Limited, the Company’s share registrar, was appointed and acted as the scrutineer for the purpose of vote-taking at the EGM.

**The poll results of the EGM are as follows:**

		<b>Number of Shares (%)</b>	
		<b>For</b>	<b>Against</b>
<b>Ordinary Resolutions</b>			
1.1	Mr. WU Ju Shi be immediately appointed as an executive Director of the Company.	1,707,691,030 <b>(68.16%)</b>	797,754,537 <b>(31.84%)</b>
1.2	Mr. CHOI Wai Lung Edward be immediately appointed as an independent non-executive Director of the Company.	1,707,691,030 <b>(68.16%)</b>	797,754,537 <b>(31.84%)</b>

<b>Ordinary Resolutions</b>		<b>Number of Shares (%)</b>	
		<b>For</b>	<b>Against</b>
1.3	Mr. TSE Benjamin Andrew Jonathan be immediately appointed as an independent non-executive Director of the Company.	1,707,691,030 <b>(68.16%)</b>	797,754,537 <b>(31.84%)</b>
1.4	Ms. Irene FANG be immediately appointed as an independent non-executive Director of the Company.	1,707,691,030 <b>(68.16%)</b>	797,754,537 <b>(31.84%)</b>
1.5	Mr. LIU Qiang be immediately removed from his position as a Director of the Company.	1,707,691,030 <b>(68.16%)</b>	797,754,537 <b>(31.84%)</b>
1.6	Ms. LU Sufang be immediately removed from her position as a Director of the Company.	1,707,691,030 <b>(68.16%)</b>	797,754,537 <b>(31.84%)</b>
1.7	Mr. LEUNG Wai Kwan be immediately removed from his position as a Director of the Company.	2,046,541,030 <b>(81.68%)</b>	458,904,537 <b>(18.32%)</b>
1.8	Mr. YIN Shibo be immediately removed from his position as a Director of the Company.	2,046,541,030 <b>(81.68%)</b>	458,904,537 <b>(18.32%)</b>
1.9	Mr. FAN Weipeng be immediately removed from his position as a Director of the Company.	1,707,691,030 <b>(68.16%)</b>	797,754,537 <b>(31.84%)</b>
1.10	Mr. CHEN Liang be immediately removed from his position as a Director of the Company.	2,046,541,030 <b>(81.68%)</b>	458,904,537 <b>(18.32%)</b>
1.11	Ms. WONG Chi Yan be immediately removed from her position as a Director of the Company.	1,707,691,030 <b>(68.16%)</b>	797,754,537 <b>(31.84%)</b>
1.12	Mr. CHAN Wai Kit be immediately removed from his position as a Director of the Company.	2,046,541,030 <b>(81.68%)</b>	458,904,537 <b>(18.32%)</b>
1.13	Mr. YUAN Guangming be immediately removed from his position as a Director of the Company.	1,707,691,030 <b>(68.16%)</b>	797,754,537 <b>(31.84%)</b>
1.14	all Directors appointed by the Board of Directors of the Company on or after the date of deposit of the Requisition Notice but before the holding of this Meeting be immediately removed as Directors of the Company.	1,707,691,030 <b>(68.16%)</b>	797,754,537 <b>(31.84%)</b>

As majority of the votes were cast in favour of each of the above resolutions, all resolutions proposed at the EGM were duly passed as ordinary resolutions.

As at the date of the EGM, the total number of issued Shares was 6,609,623,921 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on the resolutions proposed at the EGM. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the EGM.

## **(II) APPOINTMENT OF DIRECTORS**

Upon the approval of the Shareholders at the EGM, the following appointment of Directors takes effect from the conclusion of the EGM:-

- (a) Mr. WU Ju Shi (“**Mr. Wu**”) was appointed as an executive Director; and
- (b) Mr. CHOI Wai Lung Edward (“**Mr. Choi**”), Mr. TSE Benjamin Andrew Jonathan (“**Mr. Tse**”) and Ms. Irene FANG (“**Ms. Fang**”) were appointed as independent non-executive Directors.

The Company convened a Board meeting (the “**Board Meeting**”) after the EGM at which Mr. WANG Songling (“**Mr. Wang**”) and Mr. LEUNG Wai Kwan (“**Mr. Leung**”) have been appointed as executive Directors with effect from 11 July 2018.

The biographical details of the above-mentioned newly appointed Directors are set out below:

**Mr. WANG Songling**, aged 64, was the chairman of the board of China Jilin Province International Economic and Technological Cooperation Company (中國吉林省國際經濟技術合作公司) since 2004 until his retirement in 2011. Prior to that, he was the director of China Jilin Forest Industry Group Company (中國吉林省森林工業集團公司) and the director of China Jilin Forest Industry Group Co., Ltd. (吉林森林工業集團有限責任公司) of that group, which is listed on the Shanghai Stock Exchange in China and one of the four largest enterprises in the forestry industry in China. Mr. Wang was also the general manager and the first chairman of Jilin Forestry Resources Development Company (吉林省林業資源開發公司) and Jilin Quanyangquan Drinks Company (吉林省泉陽泉飲品公司) respectively, and he succeeded in developing the Quanyangquan mineral water (泉陽泉礦泉水) for its launching. Mr. Wang is a postgraduate from Party School of Jilin Provincial Committee (吉林省委黨校), and he graduated from its Economics and Management Department (經濟管理專業研究院) in 2004. He also graduated from the Institute of Education in Siping City (四平市教育學院) and the Agriculture and Mechanics College in Jilin Province (吉林省農業機械化學校) respectively. He has extensive experience in corporate planning and management. Mr. Wang is currently an independent non-executive director of China Graphene Group Limited (Stock code: 63), a company listed on the Main Board of the Stock Exchange. Save as disclosed above, Mr. Wang did not hold any directorship in any other listed companies during the past three years.

Mr. Wang entered into a service contract with the Company on 11 July 2018 for an initial term of three years commencing from 11 July 2018 unless terminated by not less than three months' notice served by either party on the other. Mr. Wang 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. Mr. Wang is entitled to a director's fee of HK\$80,000 per month, which was determined by Board with reference to the recommendation of the remuneration committee of the Company (the "**Remuneration Committee**") based on his qualification, experience, duties and responsibilities in the Company, and the prevailing market conditions.

**Mr. WU Ju Shi**, aged 44, graduated from Economics Department of Inner Mongolia University with Accounting Major in 1994 and obtained a Master of Business Administration degree from Asia International Open University, Macao in 2009. Mr. Wu worked as a dealer of Tianjin Securities Trading Center of Hunan Securities Co., Ltd. (湖南證券股份有限公司) (now known as Founder Securities Co., Ltd.) from 1994 to 1995, Investment Manager of Investment Division for Hunan Jinfan Economic Development Company (湖南金帆經濟發展公司) from 1995 to 1998 and Director of Inner Mongolia Xinke New Material Co., Ltd. (內蒙鑫科新材料有限公司) from 1998 to 2000. From 2000 to 2006, Mr. Wu worked as Manager of Enterprise Management and Investment Division of Shanghai Hongyi Investment Development Co., Ltd. (上海鴻儀投資發展有限公司) ("**Shanghai Hongyi**"), Manager of Investment and Project Divisions for Zhangjiajie Tourism Development Co., Ltd. (張家界旅遊開發股份有限公司), a subsidiary of Shanghai Hongyi. From 2006 to 2009, Mr. Wu worked as Department Head of Securities Investment Division, Manager of Investment Division, among others, of Hunan Shanhe Intelligent Machinery Co., Ltd. (湖南山河智能機械股份有限公司). From 2009 to 2015, Mr. Wu worked as Department Head of Strategic Investment Division, Senior Investment Manager, Project Manager, etc. of Hunan Corun New Energy Co., Ltd. (湖南科力遠新能源股份有限公司) and Hunan Corun High Technology Group Co. Ltd. (湖南科力遠高技術集團有限公司). Mr. Wu was appointed as Director of Changsha Zhongkun Electric Technology Co., Ltd. (長沙中坤電氣科技股份有限公司) from 2015 to date. Mr. Wu did not hold any directorship in any other listed companies during the past three years.

Mr. Wu entered into a service contract with the Company on 11 July 2018 for an initial term of three years commencing from 11 July 2018 unless terminated by not less than three months' notice served by either party on the other. Mr. Wu is subject to retirement by rotation in accordance with the Articles of Association. Mr. Wu is entitled to a director's fee of HK\$60,000 per month, which was determined by Board with reference to the recommendation of the Remuneration Committee based on his qualification, experience, duties and responsibilities in the Company, and the prevailing market conditions.

**Mr. LEUNG Wai Kwan**, aged 53, was appointed as the chief executive officer of the Company on 7 August 2012. Mr. Leung holds a Bachelor's Degree of Business Administration in Finance from The Queen's University of Brighton, United States of America. Mr. Leung was an executive director of two companies listed on the Main Board of the Stock Exchange for more

than seven years until 2004 and 2005 respectively, and has extensive experience in merger and acquisition activities, financial management and corporate compliance. Mr. Leung is currently an executive director of Yi Hua Holdings Limited (Stock Code: 2213), the shares of which are listed on the Main Board of the Stock Exchange. Save as disclosed above, Mr. Leung did not hold any directorship in any other listed companies during the past three years.

There was no service contract between Mr. Leung and the Company in respect of the proposed length of services for the appointment of Mr. Leung as an executive Director. Mr. Leung 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. Mr. Leung is entitled to a director's fee of HK\$100,000 per month, which was determined by Board with reference to the recommendation of the Remuneration Committee based on his qualification, experience, duties and responsibilities in the Company, and the prevailing market conditions.

As at the date of this announcement, Mr. Leung is interested in (i) 2,095,500 Shares, (ii) 55,096,239 share options granted under the share option scheme of the Company, and (iii) 4,986,750 Shares held by his spouse.

**Mr. CHOI Wai Lung Edward**, aged 49, graduated from City University of Hong Kong with a bachelor degree in Accounting in 1990. He further obtained a bachelor degree of Laws from Peking University in 2003. Mr. Choi is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Public Accountants with over 27 years of experience in accounting, auditing and finance. Mr. Choi is currently the Chief Financial Officer and Company Secretary of Wasion Group Holdings Limited (Stock Code: 3393), a company listed on the Main Board of the Stock Exchange. Mr. Choi did not hold any directorship in any other listed companies during the past three years.

Mr. Choi entered into a service contract with the Company on 11 July 2018 for an initial term of three years commencing from 11 July 2018 unless terminated by not less than three months' notice served by either party on the other. Mr. Choi is subject to retirement by rotation in accordance with the Articles of Association. Mr. Choi is entitled to a director's fee of HK\$120,000 per annum, which was determined by Board with reference to the recommendation of the Remuneration Committee based on his qualification, experience, duties and responsibilities in the Company, and the prevailing market conditions.

**Mr. TSE Benjamin Andrew Jonathan**, aged 34, obtained a Bachelor of Science degree in Business Administration from University of Southern California in 2006. He has over 10 years of experience in international financial institutions. Mr. Tse has previously worked for HSBC Commercial Banking and HSBC Broking Services (Asia Limited) from 2006 to 2014. He is currently a Director of Sales at UOB Kay Hian (Hong Kong) Limited and has its role since 2014. Mr. Tse is also actively involved in charity, he is currently served as Divisional Senior President of Yaumati Division, Kowloon Command, HK St. John Ambulance Brigade. Mr. Tse did not hold any directorship in any other listed companies during the past three years.

Mr. Tse entered into a service contract with the Company on 11 July 2018 for an initial term of three years commencing from 11 July 2018 unless terminated by not less than three months' notice served by either party on the other. Mr. Tse is subject to retirement by rotation in accordance with the Articles of Association. Mr. Tse is entitled to a director's fee of HK\$120,000 per annum, which was determined by Board with reference to the recommendation of the Remuneration Committee based on his qualification, experience, duties and responsibilities in the Company, and the prevailing market conditions.

**Ms. Irene FANG**, aged 38, graduated from University of Ballarat in Australia with a Master of Business Administration degree. Ms. Fang has more than ten years' experience in business management. She also set up and served as General Manager of the China Caribbean Culture Exchange Limited Company in Jamaica between 2012 to 2016. Ms. Fang did not hold any directorship in any other listed companies during the past three years.

Ms. Fang entered into a service contract with the Company on 11 July 2018 for an initial term of three years commencing from 11 July 2018 unless terminated by not less than three months' notice served by either party on the other. Ms. Fang is subject to retirement by rotation in accordance with the Articles of Association. Ms. Fang is entitled to a director's fee of HK\$120,000 per annum, which was determined by Board with reference to the recommendation of the Remuneration Committee based on her qualification, experience, duties and responsibilities in the Company, and the prevailing market conditions.

Save as disclosed above, as at the date of this announcement, each of Mr. Wang, Mr. Wu, Mr. Leung, Mr. Choi, Mr. Tse and Ms. Fang:

- (1) does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company;
- (2) does not have, and is not deemed to have, any interests and short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO; and
- (3) does not hold any other positions with the Company or any other members of the Group.

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 each of Mr. Wang, Mr. Wu, Mr. Leung, Mr. Choi, Mr. Tse and Ms. Fang needs to be brought to the attention of the Shareholders.

### **(III) REMOVAL OF DIRECTORS AND CESSATION OF CHAIRMAN, VICE CHAIRMAN AND CHAIRMAN AND MEMBERS OF EACH OF THE BOARD COMMITTEES**

Upon the approval of the Shareholders at the EGM, the following removal of the Directors and



consequential cessation of chairman of the Board (the “**Chairman**”), vice Chairman and chairman and members of each of the Board committees take effect from the conclusion of the EGM:-

- (1) Mr. LIU Qiang was removed as a Director and ceased to be the Chairman and the chairman of the nomination committee of the Company (the “**Nomination Committee**”);
- (2) Ms. LU Sufang was removed as a Director and ceased to be the vice Chairman;
- (3) Mr. LEUNG Wai Kwan was removed as a Director and was subsequently appointed as an executive Director by the Board, and he also remains as the chief executive officer of the Company;
- (4) Mr. YIN Shibo was removed as a Director;
- (5) Mr. FAN Weipeng was removed as a Director;
- (6) Mr. CHEN Liang was removed as a Director;
- (7) Ms. WONG Chi Yan was removed as a Director and ceased to be the chairman of each of the audit committee of the Company (the “**Audit Committee**”) and the Remuneration Committee and a member of the Nomination Committee;
- (8) Mr. CHAN Wai Kit was removed as a Director and ceased to be a member of each of the Audit Committee; the Remuneration Committee and the Nomination Committee; and
- (9) Mr. YUAN Guangming was removed as a Director and ceased to be a member of each of the Audit Committee; the Remuneration Committee and the Nomination Committee.

#### **(IV) APPOINTMENT OF CHAIRMAN, AND CHAIRMAN AND MEMBERS OF EACH OF THE BOARD COMMITTEES**

The Board resolved at the Board Meeting the following appointment of Chairman and chairman and members of each of the Board committees, all with effect from 11 July 2018:-

1. Mr. Wang has been appointed as the Chairman and the chairman of the Nomination Committee and a member of the Remuneration Committee;
2. Mr. Choi has been appointed as the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee;
3. Mr. Tse has been appointed as the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee; and
4. Ms. Fang has been appointed as a member of each of the Audit Committee; the

Remuneration Committee and the Nomination Committee.

By Order of the Board  
**Ding He Mining Holdings Limited**  
**Chan Yuen Ying, Stella**  
*Company Secretary*

Hong Kong, 11 July 2018

*As at the date of this announcement, the executive Directors are Mr. Wang Songling, Mr. Wu Ju Shi and Mr. Leung Wai Kwan, and the independent non-executive Directors are Mr. Choi Wai Lung Edward, Mr. Tse Benjamin and Ms. Irene Fang.*