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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 DIRECTORS
AND
CHANGE OF MEMBER OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Directors**”) of Ding He Mining Holdings Limited (the “**Company**”) hereby announces that with effect from 3 January 2019:-

- (i) Mr. Mr. Wu Ju Shi (“**Mr. Wu**”) has resigned as an executive Director as he would like to devote more time to his personal development;
- (ii) Ms. Irene Fang (“**Ms. Fang**”) has resigned as an independent non-executive Director as she would like to devote more time to his personal development, and ceased to be a member of each of the audit committee (the “**Audit Committee**”), remuneration committee (the “**Remuneration Committee**”) and nomination committee (the “**Nomination Committee**”) of the Company;
- (iii) Ms. Fan Haijuan (“**Ms. Fan**”) has been appointed as an independent non-executive Director, a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee; and
- (iv) Mr. Liu Fa (“**Mr. Liu**”) has been appointed as an independent non-executive Director and a member of the Audit Committee.

Each of Mr. Wu and Ms. Fang confirmed that he/she has no disagreement with the Board or the Company and there is no other matter relating to his/her 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 Ms. Fan and Mr. Liu are set out below:-

Ms. Fan, aged 46, holds a master degree from Jilin University. Ms. Fan has been appointed as the chief financial officer and director of Northeast Asia Railway Group Co., Ltd., Jilin Province, the chief financial director and director of Changjitu International Logistics Group Co., Ltd., Jilin Province* (吉林省長吉圖國際物流集團股份有限公司), director of JiLin Liuhe Rural Commercial Bank Co., Ltd., executive director and general manager of Guoxin Mining Co. Ltd., Jilin Province* (吉林省國信礦業有限公司); Supervisor of Jilin Changda Railway Co., Ltd., director of Wudao Yangji Iron Mine Co., Ltd., Jiangyuan District of Baishan City*(白山市江源區五道羊岔鐵礦有限責任公司) since 2006. She has extensive experience in financial management and auditing.

Ms. Fan does not hold any directorship in any other listed companies during the past three years, and she does not have any relationship with any Directors, substantial or controlling shareholders (as defined under the Listing Rules) of the Company. She 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) (the “SFO”).

There is no appointment letter issued by the Company to Ms. Fan in respect of the proposed length of services for the appointment of Ms. Fan as an independent non-executive Director. Ms. Fan is subject to retirement and re-election at the next following general meeting of the Company after her appointment and thereafter subject to retirement by rotation in accordance with the Articles of Association of the Company. Ms. Fan is entitled to a director’s fee of HK\$120,000 per annum, which was determined by the Board with reference to the recommendation of the Remuneration Committee based on her qualification, experience, and the prevailing market conditions.

Mr. Liu, aged 44, holds a bachelor's degree in business administration from Changchun University of Technology. From 1996 to 2000, Mr. Liu served as a member of the Beijing Office of the Jilin University of Technology; from 2000 to 2005, he served as a member of the Jilin Office in Beijing. From 2005 to 2008, he was the Director of the Office of Jilin International Cooperation Company* (吉林國際合作公司); from 2010 to 2016, he served as Chairman and Supervisor of Wudao Yanglu Iron Mine* (五道羊岔鐵礦) in Jiangyuan District, Baishan City, responsible for the entire mine management and mine safety, organization of safe production and effective range of mining areas to carry out prospecting. Since November 2016, he has been the general manager of Qiankun Datong (Beijing) Investment Management Co., Ltd.* (乾坤大通(北京)投資管理有限公司), responsible for the investment management of the direct investment projects of the group headquarters, including financing methods, related costs and risk prediction. Mr. Liu has extensive experience in management.

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 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 SFO.

There is no appointment letter issued by the Company to Mr. Liu in respect of the proposed length of services for the appointment of Mr. Liu as an independent non-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\$120,000 per annum, which was determined by the Board with reference to the recommendation of the Remuneration Committee based on his qualification, 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 Ms. Fan and Mr. Liu that needs to be brought to the attention of the shareholders of the Company.

The Board would like to extend its appreciation to Mr. Wu and Ms. Fang for their valuable contribution during their tenure of office in the Company and welcome Ms. Fan and Mr. Liu for joining the Board.

By Order of the Board
Ding He Mining Holdings Limited
Wong Song Ling
Chairman and Executive Director

Hong Kong, 3 January 2019

As at the date of this announcement, the executive Directors are Mr. Wang Song Ling and Mr. Leung Wai Kwan, and the independent non-executive Directors are Mr. Choi Wai Lung Edward, Mr. Tse Benjamin Andrew Jonathan, Ms. Fan Haijuan, Mr. Liu Fa.

**for identification purpose only*