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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 DIRECTORS CHANGE OF COMPOSITION OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

The board (the “**Board**”) of directors (the “**Directors**”) of Ding He Mining Holdings Limited (the “**Company**”) announces that on 25 January 2019:-

1. Mr. Choi Wai Lung Edward (“**Mr. Choi**”) has resigned as independent non-executive Director of the Company due to his personal development and ceased to be the chairman of the audit committee of the Company (the “**Audit Committee**”), a member of each of the remuneration committee of the Company (the “**Remuneration Committee**”) and nomination committee of the Company (the “**Nomination Committee**”);
2. Mr. Tse Benjamin Andrew Jonathan (“**Mr. Tse**”) has resigned as independent non-executive Director of the Company due to his personal development and ceased to be the chairman of the Remuneration Committee, a member of each of the Audit Committee and Nomination Committee of the Company; and
3. Mr. Liu Fa (“**Mr. Liu**”) has been appointed as the chairman of the Remuneration Committee and a member of the Nomination Committee.

Each of Mr. Choi and Mr. Tse has confirmed to the Board that he has no disagreement with the Board or the Company and that there is no matter in respect of his resignation that needs to be brought to the attention of the shareholders of the Company.

As a result, the Company failed to meet (i) the requirement set out in Rule 3.10(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) that the Company must have at least three independent non-executive directors; (ii) the requirement set out in Rule 3.10(2) that at least one of the independent non-executive directors must have appropriate professional qualifications or related financial management expertise; (iii) the requirement set out in Rule 3.21 of the Listing Rules that the audit committee must comprise a minimum of three members, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise and 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 and 3.23 of the Listing Rules, and will make further announcement(s) as and when appropriate.

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

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

Hong Kong, 25 January 2019

As at the date of this announcement, the executive Director is Mr. Wang Song Ling, and the independent non-executive Directors are Ms. Fan Haijuan and Mr. Liu Fa.