

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## DEJIN RESOURCES GROUP COMPANY LIMITED

德金資源集團有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 1163)**

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (“**Meeting**”) of Dejin Resources Group Company Limited (the “**Company**”) will be held at 10:30 a.m., on Wednesday, 9 May 2012 at Lily Room, 3/F., Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong for the purpose of considering and, if thought fit, passing/with or without modifying the following resolutions of the Company:

#### SPECIAL RESOLUTION

1. “**THAT**, conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in the New Shares (as defined below) and underlying New Shares falling to be allotted and issued upon exercise of the subscription rights or conversion rights attaching to the share options and the convertible notes of the Company; and (ii) compliance by the Company with the relevant procedures and requirements under Bermuda law and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) to effect the Capital Reorganisation (as defined below), with effect from the business day (as defined in the Listing Rules) next following the day on which this resolution is passed by the shareholders of the Company (the “**Shareholders**”):
  - (a) every four (4) existing Shares of HK\$0.1 each in both the issued and unissued share capital of the Company shall be consolidated into one (1) Consolidated share of HK\$0.4 (“**Consolidated Share**”) (“**Share Consolidation**”);
  - (b) immediately following the Share Consolidation, the issued share capital of the Company shall be reduced through a cancellation of (a) any fractional Consolidated Share in the share capital of the Company that may arise as a result of the Share Consolidation; and (b) the paid-up capital of the Company to the extent of HK\$0.39 on each of the issued Consolidated Share so that the nominal value of each issued Consolidated Share shall be reduced from HK\$0.4 to HK\$0.01 so as to form a new share with a nominal value of HK\$0.01 each (“**New Share(s)**”) (the aforesaid capital reduction to be referred to as the “**Capital Reduction**”);
  - (c) immediately following the Share Consolidation, each unissued Consolidated Share in the authorised but unissued share capital of the Company shall be

sub-divided into 40 shares so that the nominal value of each unissued Consolidated Share shall be reduced from HK\$0.4 to HK\$0.01 each (the aforesaid share sub-division to be referred to as the “**Share Sub-division**”, together with the Share Consolidation and the Capital Reduction, the “**Capital Reorganisation**”);

- (d) the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company; and
- (e) any one or more of the directors of the Company be and is/are hereby authorised to take all such acts and things and execute all such documents, including under seal where applicable, as he/she/they consider(s) necessary or expedient in his/her/their opinion to implement and/or give effect to the Capital Reorganisation and to aggregate all fractional entitlements to the New Shares into whole New Shares and sell them for the benefit of the Company.”

### **ORDINARY RESOLUTION**

- 2. “**THAT** Ms. Pang Yuen Shan, Christina be and is hereby re-elected as an independent non-executive director of the Company.”

By Order of the Board  
**Dejin Resources Group Company Limited**  
**Cheung Wai Yin, Wilson**  
*Chairman*

Hong Kong, 16 April 2012

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place  
of business in Hong Kong:*  
Room 2601-04 and 38-40, 26/F  
Sun Hung Kai Centre  
30 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

- 1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- 2. A form of proxy for use at the Meeting is enclosed herewith.
- 3. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney, duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- 4. To be valid, the instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company’s branch share registrar, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong no less than 48 hours before the time for holding the Meeting or any adjournment thereof.

5. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting in person at the Meeting if the member so desires and in such event, the instrument appointing the proxy shall be deemed to be revoked.
6. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

*As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Cheung Wai Yin, Wilson, Mr. Liu Hui Cai and Mr. Lau Chi Yan, Pierre; and three independent non-executive Directors, namely, Mr. Anthony John Earle Grey, Mr. Ma Chun Fung, Horace and Ms. Pang Yuen Shan, Christina.*