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DEJIN RESOURCES GROUP COMPANY LIMITED

德金資源集團有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 1163)

(1) FORMATION OF SPECIAL INVESTIGATION COMMITTEE; AND (2) REMOVAL OF LEGAL REPRESENTATIVE OF TSINGDA DESHI

INTRODUCTION

Reference is made to (i) the announcement in respect of suspension of trading (the “**Suspension**”) in the shares (the “**Shares**”) of Dejin Resources Group Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 16 May 2014; and (ii) the holding announcement of the Company dated 12 June 2014 (together, the “**Announcements**”) in relation to, among other things, status of certain subsidiaries of the Company in the PRC. Unless the context otherwise stated, terms used herein shall have the same meanings as defined in the Announcements.

(1) FORMATION OF SPECIAL INVESTIGATION COMMITTEE

The Board wishes to announce that, a special investigation committee (the “**Special Investigation Committee**”) consisting of Mr. Fu Wing Kwok, Ewing, Mr. Ma Ning and Ms. Yeung Mo Sheung, Ann, all being the independent non-executive Director, was formed pursuant to a resolution of the Board passed on 25 July 2014, with Mr. Fu Wing Kwok, Ewing appointed as the chairman of the Special Investigation Committee. The Special Investigation Committee shall undertake investigation on matters pertaining to the Alleged Contract, the Alleged Settlement Agreement and the Arbitral Award.

The Special Investigation Committee has appointed Da Hua Certified Public Accountants, one of the leading accounting firms in the PRC, as independent adviser to the Special Investigation Committee for conducting the investigation of Tsingda Deshi. The Special Investigation Committee may also appoint other professional advisers to assist in its investigation.

The Board will make further announcement in relation to the results of the investigation as and when appropriate.

(2) REMOVAL OF LEGAL REPRESENTATIVE OF TSINGDA DESHI

The Board also wishes to announce that, a resolution of the Board was passed on 25 July 2014 and the relevant shareholders' resolution of Tsingda Deshi was passed on 7 July 2014 to remove Mow Yan Loy, Milton ("**Milton Mow**") as the legal representative (法人代表) of Tsingda Deshi, and Milton Mow ceased to have the power to represent Tsingda Deshi and to deal with its daily operations in order to facilitate the necessary legal actions to be taken by the Company and Tsingda Deshi to dispute or appeal against the Alleged Contract, the Alleged Settlement Agreement and the Arbitral Award, so as to protect the assets of the Group. Meanwhile, the Company reserves its rights to take action against the failure of Milton Mow to carry out his duty to renew the business licence of Tsingda Deshi.

SUSPENSION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:30 a.m. on 16 May 2014. Trading in the Shares will remain suspended until further notice.

By order of the Board
Dejin Resources Group Company Limited
Cheung Wai Yin, Wilson
Executive Director

Hong Kong, 28 July 2014

As at the date of this announcement, the Board comprises five executive Directors, namely, Mr. Cheung Wai Yin, Wilson, Mr. Chan Ka Wing, Mr. Tsai Wallen, Mr. Lau Chi Yan, Pierre and Mr. Yang Zhihua; and four independent non-executive Directors, namely, Mr. Fu Wing Kwok, Ewing, Ms. Pang Yuen Shan, Christina, Ms. Yeung Mo Sheung, Ann and Mr. Ma Ning.