

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Dejin Resources Group Company Limited (the “Company”), you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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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)

**REQUISITION RECEIVED FOR CHANGES OF DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the SGM to be held at Jasmine Room, 3/F., Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Thursday, 26 March 2015 at 11:00 a.m. is set out on pages 6 to 7 of this circular.

A proxy form for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same at the office of the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned meeting thereof should you so wish.

6 March 2015

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	board of Directors
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“Company”	Dejin Resources Group Company Limited (stock code: 1163), a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Stock Exchange
“Director(s)”	the directors of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Requested Appointment”	the requested appointment of Mr. Yang Bao, Mr. Zhao Jinliang, Ms. Cui Xiuzhen and Mr. Wen Yongguo as executive directors and independent non-executive director of the Company as set out in the Requisition Notice
“Requisition”	the requisition for the convening of the SGM to consider the Requested Appointment as set out in the Requisition Notice
“Requisition Notice”	the requisition notice dated 26 January 2015 issued by three registered Shareholders who were holding not less than 10% of the paid-up Shares in aggregate as the date of deposit of the Requisition Notice, requesting the Board to convene a special general meeting for the Requisition
“SGM”	the special general meeting of the Company to be convened and held for the Shareholders to consider and approve the Requested Appointment

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



DEJIN RESOURCES GROUP COMPANY LIMITED

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Executive Directors:

Mr. Cheung Wai Yin, Wilson

Mr. Lau Chi Yan, Pierre

Mr. Chan Ka Wing

Mr. Tsai Wallen

Mr. Yang Zhihua

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent non-executive Directors:

Mr. Fu Wing Kwok, Ewing

Ms. Yeung Mo Sheung, Ann

Mr. Ma Ning

Principal place of

business in Hong Kong:

Unit D, 4/F.

Sing Ho Finance Building

166-168 Gloucester Road

Wanchai, Hong Kong

6 March 2015

To the Shareholders

Dear Sir or Madam

**REQUISITION RECEIVED FOR CHANGES OF DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the receipt of the Requisition Notice by the Company and to give you notice of the SGM. Ordinary resolutions will be proposed at the SGM relating to the Requested Appointment.

LETTER FROM THE BOARD

REQUISITION FROM SHAREHOLDERS

On 26 January 2015, the Board received the Requisition Notice from three registered Shareholders who were holding not less than 10% of the paid-up Shares in aggregate as the date of the Requisition Notice, requesting the Board to convene a special general meeting in accordance with the Bye-laws, and in any event within 21 days from the date of deposition of the Requisition Notice, in relation to the following ordinary resolutions:

- (i) that Mr. Yang Bao ("**Mr. Yang**") be appointed as executive director of the Company with immediate effect;
- (ii) that Mr. Zhao Jinliang ("**Mr. Zhao**") be appointed as executive director of the Company with immediate effect;
- (iii) that Ms. Cui Xiuzhen ("**Ms. Cui**") be appointed as executive director of the Company with immediate effect; and
- (iv) that Mr. Wen Yongguo ("**Mr. Wen**") be appointed as independent non-executive director of the Company with immediate effect.

Pursuant to Bye-law 58, Shareholders holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company at all times, have the right to require a special general meeting to be called by the Board for the transaction of any business as specified in the Requisition Notice. Upon receipt of the Requisition Notice, the Board is required to convene a special general meeting within 21 days thereof and the meeting shall be held within 2 months from the date of deposit of the Requisition Notice.

Information of Mr. Yang

Mr. Yang, aged 31, has over 10 years of working experience in the mining industry. Mr. Yang is currently the managing director of Tangshan City Bo Zhi Lian He Mining Company Limited since August 2012 to present.

Mr. Yang has not held directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and have not held any other positions in the company or other members of the group as at the date hereof.

As at the date hereof, Mr. Yang does not have any interests in the shares of the Company which is required to be disclosed under Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong. Mr. Yang does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company as at the date hereof.

Save for the above, there is no other matters relating to Mr. Yang that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

LETTER FROM THE BOARD

Information of Mr. Zhao

Mr. Zhao, aged 38, studied in Hebei Finance University (河北金融學院) with the specialization in international finance. Mr. Zhao worked in the Hebei Branch of the Agricultural Bank of China in Tangshan City during 2000 to August 2014 and has gained over 14 years of experience in banking industry. Mr. Zhao is currently working as the vice general manager in Beijing Luan Shui Group Holding Company Limited since September 2014 to present.

Mr. Zhao has not held directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and have not held any other positions in the Company or other members of the group as at the date hereof.

As at the date hereof, Mr. Zhao does not have any interests in the shares of the Company which is required to be disclosed under Part XV of the Securities and Future Ordinance, Chapter 571 of the Laws of Hong Kong. Mr. Zhao does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company as at the date hereof.

Save for the above, there is no other matters relating to Mr. Zhao that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the listing Rules.

Information of Ms. Cui

Ms. Cui, aged 60, studied in Hebei Business Trade School (河北商貿學校) with the specialization in finance. Ms. Cui has been working in the Commercial Bureau of Tangshan City, Hebei Province for over 30 years. Ms. Cui is currently working as the president in Tangshan Jia Hei Trading Company Limited since August 2012 to present.

Ms. Cui has not held directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and have not held any other positions in the Company or other members of the group as at the date hereof.

As at the date hereof, Ms. Cui does not have any interests in the shares of the Company which is required to be disclosed under Part XV of the Securities and Future Ordinance, Chapter 571 of the Laws of Hong Kong. Ms. Cui does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company as at the date hereof.

Save for the above, there is no other matters relating to Ms. Cui that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the listing Rules.

LETTER FROM THE BOARD

Information of Mr. Wen

Mr. Wen Yongguo, aged 52, studied in the Management School of the People's Bank of China (中國人民銀行管理幹部學院) with the specialization in international finance. Mr. Wen worked in the Hebei Branch of the Agricultural Bank of China in Tangshan City during 1988 and December 2008 and has gained over 20 years of experience. Mr. Wen is currently working as the general manager in Tangshan Ding Yue Trading Company Limited since 2009 to present.

Mr. Wen has not held directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and have not held any other positions in the Company or other members of the group as at the date hereof.

As at the date hereof, Mr. Wen does not have any interests in the shares of the Company which is required to be disclosed under Part XV of the Securities and Future Ordinance, Chapter 571 of the Laws of Hong Kong. Mr. Wen does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company as at the date hereof.

Save for the above, there is no other matters relating to Mr. Wen that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the listing Rules.

Shareholders are advised to consider the information in this circular and to decide to vote for or against the resolutions to be proposed at the SGM.

GENERAL

At the SGM, ordinary resolutions for the Requested Appointment will be proposed. Voting on the resolutions at the SGM will be conducted by poll. No Shareholder is required to abstain from voting on the relevant resolutions to be requested at the SGM.

Whether or not you are able to attend the SGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time for the SGM or any adjournment thereof to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

Yours faithfully
For and on behalf of the Board
Dejin Resources Group Company Limited
Cheung Wai Yin, Wilson
Executive Director



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NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Dejin Resources Group Company Limited (the “**Company**”) will be held at Jasmine Room, 3/F., Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Thursday, 26 March 2015 at 11:00 a.m., for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** Mr. Yang Bo be and is hereby appointed as executive director of the Company with immediate effect.”
2. “**THAT** Mr. Zhao Jinliang be and is hereby appointed as executive director of the Company with immediate effect.”
3. “**THAT** Ms. Cui Xiuzhen be and is hereby appointed as executive director of the Company with immediate effect.”
4. “**THAT** Mr. Wen Yongguo be and is hereby appointed as independent non-executive director of the Company with immediate effect.”

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

Hong Kong, 6 March 2015

NOTICE OF SGM

Notes:

1. Any member entitled to attend and vote at the SGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. The form of proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. Where there are joint members any one of such joint members may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint member be present at the SGM 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 members, and for this purpose seniority shall be determined by the order in which the names stand in the register of shareholders of the Company in respect of the joint holding.
4. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the SGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.