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If you have sold or transferred all your shares in Ding He Mining Holdings Limited, you should at once hand this circular and the 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 the transferee.



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)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting (the “Annual General Meeting”) of Ding He Mining Holdings Limited to be held at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Tuesday, 28 June 2016 at 3:00 p.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the share registrar of the Company, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

26 May 2016

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Tuesday, 28 June 2016 at 3:00 p.m. and notice of which is set out on pages 15 to 19 of this circular, or where the context so admits, any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended and adopted on 18 July 2014 and as amended from time to time
“Board”	the board of Directors
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to buy-back Shares not exceeding 10 per cent of the number of Shares of the Company in issue as at the date of passing of the relevant resolution granting the Proposed Buy-back Mandate
“Companies Ordinance”	the Companies (Winding up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) or the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended and supplemented from time to time
“Company”	Ding He Mining Holdings Limited 鼎和礦業控股有限公司, a company incorporated under the laws of Hong Kong with limited liability on 9 November 2007
“controlling shareholder”	as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries and if any, associated companies and, in respect of the period before the Company became the holding company of such subsidiaries (or before such associated companies became associated companies of the Company, where applicable), the entities which carried on the business of the present Group at the relevant time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general mandate to allot, issue and deal with additional Shares

DEFINITIONS

“Latest Practicable Date”	24 May 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	as defined in the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



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)

Executive Directors:

Mr. Du Jian Jun (*Chairman*)
Mr. Ji Kuang (*Co-Vice Chairman*)
Mr. Li Po Wai (*Co-Vice Chairman*)
Mr. Leung Wai Kwan (*Chief Executive Officer*)
Mr. Fan Weipeng
Ms. Meng Xiao Ying
Mr. Yin Shibo

Registered office in Hong Kong:

Flat B, 21st Floor
Neich Tower, 128 Gloucester Road
Wanchai
Hong Kong

Independent non-executive Directors:

Mr. Chan Kin Ho Philip
Ms. Tian Jinghua
Ms. Li Zhenzhen
Mr. Liu Bo

26 May 2016

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make decision on whether to vote for or against the following ordinary resolutions to be proposed at the Annual General Meeting for the approval of, inter alia, (a) re-election of retiring Directors; and (b) grant of Issue Mandate and Buy-back Mandate to Directors, and the extension of the Issue Mandate to Directors by the addition of the number of Shares bought back pursuant to the Buy-back Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises eleven Directors, of which seven are executive Directors, namely Mr. Du Jian Jun, Mr. Ji Kuang, Mr. Li Po Wai, Mr. Leung Wai Kwan, Ms. Meng Xiao Ying, Mr. Fan Weipeng and Mr. Yin Shibo; and four are independent non-executive Directors, namely Mr. Chan Kin Ho Philip, Ms. Tian Jinghua, Ms. Li Zhenzhen and Mr. Liu Bo.

In accordance with Articles 81 and 82 of the Articles of Association, Mr. Du Jian Jun, Mr. Fan Weipeng, Ms. Meng Xiao Ying and Ms. Tian Jinghua will retire by rotation at the Annual General Meeting and being eligible, offer themselves for re-election.

Particulars of the retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular.

GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and discretion to the Directors, in the event that it becomes desirable to issue any Share, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for a general mandate to issue Shares. At the Annual General Meeting, an ordinary resolution no. 4 will be proposed to grant a general mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with new Shares in the share capital of the Company representing up to 20% of the number of Shares in issue of the Company immediately after the passing of the resolution in relation to such general mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 5,509,623,921 Shares. Subject to the passing of ordinary resolution no. 4 and on the basis that no further Shares are issued or brought back before the Annual General Meeting, the Company will be allowed to issue a maximum of 1,101,924,784 Shares. In addition, subject to a separate approval of the ordinary resolution no. 6, the number of Shares purchased by the Company under ordinary resolution no. 5 will also be added to the 20% general mandate as mentioned in the ordinary resolution no. 4. The Directors wish to state that they have no immediate plans to issue any new Shares of the Company pursuant to such general mandate.

In accordance with the Listing Rules, the Company may not make a new issue of Shares or announce a proposed new issue of Shares for a period of 30 days after any purchase by it of Shares, whether on the Stock Exchange or otherwise, other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the Company to issue securities which were outstanding prior to that purchase of its own securities, without the prior approval of the Stock Exchange.

GENERAL MANDATE TO BUY-BACK SHARES

In addition, an ordinary resolution will be proposed to approve the granting of a Buy-back Mandate to the Directors to exercise the powers of the Company to buy-back Shares representing up to 10% of the number of Shares in issue of the Company immediately after the passing of the resolution in relation to such Buy-back Mandate.

LETTER FROM THE BOARD

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Buy-back Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 15 to 19 of this circular is the notice of Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve the re-election of the retiring Directors and the grant to the Directors of general mandates to issue Shares and buy-back Shares.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting.

Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

VOTING PROCEDURE

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions set out in the notice of Annual General Meeting be taken by way of poll pursuant to Article 60 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for every fully paid Share held. A Shareholder entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

RECOMMENDATION

The Directors consider that the proposed re-election of the retiring Directors and the proposed granting of the general mandate to the Directors to issue Shares and buy-back Shares are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully
For and on behalf of
Ding He Mining Holdings Limited
DU Jian Jun
Chairman and Executive Director

DU JIAN JUN

Mr. Du Jian Jun (“Mr. Du”), aged 59, is the Chairman of the Company. He has over 30 years of working experience in managing various businesses in the PRC. He is also the vice general manager of Halls China Strategies Company Limited, which is specialised in the provision of venture capital service. Mr. Du had been an independent non-executive director of Sing Pao Media Enterprises Limited (“Sing Pao”), a company previously listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange from 7 April 2014 to 23 June 2014 and re-designated as an executive director from 24 June 2014. Sing Pao is a company incorporated in the Cayman Islands with limited liability and its subsidiaries are principally engaged in the publication of newspapers, magazines and books; and provisions of advertising and promotion services, internet content provision and advertising. Sing Pao was placed into liquidation by an order of the High Court of Hong Kong on 12 August 2015 (the “Sing Pao Liquidation”). As at the Latest Practicable Date, Sing Pao is in the process of liquidation and Mr. Du confirmed that he is not in a position to indicate the outcome of the Sing Pao Liquidation.

The appointment of Mr. Du is subject to the relevant provisions for retirement and re-election in accordance with articles 81 and 82 of the Articles of Association and can be terminated at any time by either party giving to the other not less than 2 months’ notice. He may be paid an annual bonus, at the Board’s discretion depending upon the Company’s and his own performance. Mr. Du received a total of HK\$480,000 for being an executive Director for the financial year ended 31 December 2015. The remuneration of Mr. Du is determined by reference to, the prevailing market conditions and his duties and responsibilities in the Company.

As at the Latest Practicable Date, Mr. Du has personal interests in options to subscribe for 55,096,239 shares at an exercise price of HK\$0.10 granted under the Company’s share option scheme adopted by the Company on 4 February 2016 within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Du did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management, Substantial Shareholders or controlling shareholders of the Company. Save as disclosed above, he does not have, and is not deemed to have, any other interests or short positions in any Shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

Save as disclosed above, there is no information relating to Mr. Du that is required to be disclosed pursuant to rules 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

FAN WEIPENG

Mr. Fan Weipeng (“Mr. Fan”), aged 45, graduated from Guangzhou Normal School* (廣州師範學校). He has been the chairman of Guangzhou Luyin Investment Co., Ltd.* (廣州魯銀投資有限公司) since 2006 and Beijing Zhongcai Ronghe Culture Media Co., Ltd.* (北京中彩融合文化傳媒有限公司) since 2010, respectively. Mr. Fan has been engaged in financial assets

and capital management for many years with extensive experience in restructuring, mergers and acquisitions, investment in and financing for initial public offering projects and leasing of real estate in China.

The appointment of Mr. Fan is subject to the relevant provisions for retirement and re-election in accordance with articles 81 and 82 of the Articles of Association and can be terminated at any time by either party giving to the other not less than 2 months' notice. Mr. Fan received a total of HK\$240,645 for being an executive Director for the financial year ended 31 December 2015. The remuneration of Mr. Fan is determined by reference to, the prevailing market conditions and his duties and responsibilities in the Company.

As at the Latest Practicable Date, Mr. Fan has personal interests in options to subscribe for 11,019,247 shares at an exercise price of HK\$0.10 granted under the Company's share option scheme adopted by the Company on 4 February 2016 within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Fan did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management, Substantial Shareholders or controlling shareholders of the Company. Save as disclosed above, he does not have, and is not deemed to have, any other interests or short positions in any Shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

Save as disclosed above, there is no information relating to Mr. Fan that is required to be disclosed pursuant to rules 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

MENG XIAO YING

Ms. Meng Xiao Ying ("Ms. Meng"), aged 47, is a lawyer and the founding partner of Guangdong Huishang Law Firm* (廣東惠商律師事務所). She graduated from the Department of Law of Xiangtan University in Hunan. She was assigned to work in Hunan Heshan Justice Bureau in 1990. She was admitted as a lawyer with excellent results in 1992 and was sent by Justice Bureau for the formation of Heshan Second Law Firm (赫山區第二律師事務所) in the same year. Since then, she started her career as a professional lawyer. Afterwards, she worked as a professional lawyer in Hunan Zhenli Law Firm* (湖南真理律師事務所) from 1994 to 2000 and co-founded Guangdong Huishang Law Firm* (廣東惠商律師事務所) in 2000 and founded Guangdong Huanding Law Firm* (廣東環鼎律師事務所) in 2014. Her distinct style and characteristic of effectiveness in case handling has been established in the practice for law for over 20 years. She has extensive working experience as a lawyer, and has handled numerous non-litigation legal affairs, such as economical, civil and criminal cases and issuance of legal opinion and feasibility studies reports. Since the practice of law in Shenzhen, she has assisted in the successful listing of several units who sought for legal advice and received their appreciations. Ms. Meng had been an independent non-executive director of Sing Pao from 7 April 2014 to 23 June 2014 and re-designated as an executive director from 24 June 2014. As at the Latest Practicable Date, Ms. Meng confirmed that she is not in a position to indicate the outcome of the Sing Pao Liquidation.

The appointment of Ms. Meng is subject to the relevant provisions for retirement and re-election in accordance with articles 81 and 82 of the Articles of Association and can be terminated at any time by either party giving to the other not less than 2 months' notice. Ms. Meng received a total of HK\$340,000 for being an executive Director for the financial year ended 31 December 2015. The remuneration of Ms. Meng is determined by reference to, the prevailing market conditions and his duties and responsibilities in the Company.

As at the Latest Practicable Date, Ms. Meng has personal interests in options to subscribe for 11,019,247 shares at an exercise price of HK\$0.10 granted under the Company's share option scheme adopted by the Company on 4 February 2016 within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Meng did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management, Substantial Shareholders or controlling shareholders of the Company. Save as disclosed above, she does not have, and is not deemed to have, any other interests or short positions in any Shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

Save as disclosed above, there is no information relating to Ms. Meng that is required to be disclosed pursuant to rules 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

TIAN JINGHUA

Ms. Tian Jinghua ("Ms. Tian"), aged 55, completed her studies in Criminal Law of PRC from Heilongjiang University in 1991. Ms. Tian was awarded a Master's Degree in Law from Jilin University in 2000. She is a member of both All China Lawyers Association and Beijing Lawyers Association. Ms. Tian has over 20 years' experience in the legal profession in the PRC.

There is neither service contract nor proposed length of service between Ms. Tian and the Company. His appointment with the Company is subject to the relevant provisions for retirement and re-election pursuant to articles 81 and 82 of the Articles of Association. Ms. Tian received a total of HK\$203,548 for being an independent non-executive Director for the financial year ended 31 December 2015. Her remuneration will be recommended by the Remuneration Committee of the Company and determined by the Board with reference to her duties and responsibilities and the prevailing market conditions.

As at the Latest Practicable Date, Ms. Tian has personal interests in options to subscribe for 2,754,811 shares at an exercise price of HK\$0.10 granted under the Company's share option scheme adopted by the Company on 4 February 2016 within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Tian did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management, Substantial Shareholders or controlling shareholders of the Company. Save as disclosed above, she does not have, and is not deemed to have, any other interests or short positions in any Shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

Save as disclosed above, there is no information relating to Ms. Tian that is required to be disclosed pursuant to rules 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

** for identification purpose only*

This explanatory statement contains the information required to be sent to Shareholders pursuant to rule 10.06(1)(b) of the Listing Rules concerning the buy-back of its own Shares by the Company.

EXERCISE OF THE BUY-BACK MANDATE

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,509,623,921 Shares. Subject to the passing of the resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back before the Annual General Meeting, exercise in full of the Buy-back Mandate would result in a maximum of 550,962,392 Shares (which are fully paid and represent 10% of the Shares in issue) being buy-back by the Company during the period prior to the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association to be held; or
- (iii) the revocation, variation or renewal of the Buy-back Mandate by an ordinary resolution of the Shareholders in general meeting of the Company.

The total number of Shares which the Company is authorised to buy-back its Shares representing a maximum of 10% of the aggregate of the total number of Shares in issue at the date of the resolution granting the Buy-back Mandate. A company may not issue or announce an issue of new shares for a period of 30 days immediately following a buy-back of securities (other than an issue of securities pursuant to an exercise of warrants, share options or similar instruments requiring the company to issue securities which were outstanding prior to such buy-back) without the prior approval of Stock Exchange. The Listing Rules also prohibit a company from making buy-back of its own securities on the Stock Exchange if the buy-back would result in the number of the company's listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange, which is currently 25% in the case of the Company.

The Listing Rules further prohibit a company from buying back its own shares on the Stock Exchange if the purchase price is higher by 5% or more than the average closing market price for the five preceding trading days on which its shares are traded on the Stock Exchange or for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange prevailing from time to time.

The Company shall procure that any broker appointed by it to effect the buy-back of its securities to disclose to the Stock Exchange such information with respect to the buy-back made on behalf of the Company as the Stock Exchange may request.

REASONS FOR BUY-BACK

To give the Company additional flexibility, the Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to buy-back its Shares on the Stock Exchange. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

FUNDING OF BUY-BACK

Buy-back of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Listing Rules and the applicable laws of Hong Kong. Accordingly, any buy-back by the Company may be made out of the Company's funds which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose of the buy-back. Any amount of premium payable on the buy-back over the par value of the Shares to be brought back must be out of the funds which would otherwise be available for dividend or distribution or from sums standing to the credit of the Company's share premium account.

IMPACT ON THE COMPANY

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts for the year ended 31 December 2015) in the event that the Buy-back Mandate is exercised in full. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

DISCLOSURE OF INTEREST

None of the Directors to the best of their knowledge having made all reasonable enquiries, nor any of their respective associates (as defined in the Listing Rules), have any present intention, if the Buy-back Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

DIRECTORS' UNDERTAKING

Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of Hong Kong.

EFFECT ON TAKEOVERS CODE

If the proportionate interest of a Shareholder in the voting rights of the Company increases on exercise of the power to buy-back Shares pursuant to the Buy-back Mandate, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the largest shareholder of the Company, Mr. Gu Zhuoheng was recorded in the registers required to be kept by the Company under section 336 of the SFO as interested in 332,466,000 Shares, representing 6.00% of the total number of issued shares of the Company. In the event that the Buy-back Mandate is exercised in full and assuming that there is no change in the number of Shares held by Mr. Gu Zhuoheng and there is no other change to the number of issued shares of the Company, the shareholding of Mr. Gu Zhuoheng in the Company will be increased to approximately 6.70% of the reduced number of issued shares of the Company immediately after the exercise in full of the Buy-back Mandate.

Accordingly, Directors are not aware of the consequences which would give rise under the Takeovers Code as a result of exercising the Buy-back Mandate. In addition, in exercising the Buy-back Mandate (whether in full or otherwise), Directors will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

SHARE BUY-BACK MADE BY THE COMPANY

No buy-back of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

NO BUY-BACK FROM CONNECTED PERSON

The Listing Rules prohibit a company from knowingly buy-back securities on the Stock Exchange from a "connected person", that is, a director, chief executive or substantial shareholder of the company or any of its subsidiaries or their respective associates (as defined in the Listing Rules), and a connected person shall not knowingly sell his securities to the Company on the Stock Exchange. No connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Buy-back Mandate is approved by Shareholders.

SHARE PRICES

The monthly highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date are as follows:

	Highest Traded Price <i>HKD</i>	Lowest Traded Price <i>HKD</i>
2015		
May	0.178	0.098
June	0.339	0.151
July	0.288	0.128
August	0.194	0.111
September	0.139	0.111
October	0.145	0.106
November	0.140	0.103
December	0.139	0.104
2016		
January	0.126	0.073
February	0.118	0.077
March	0.120	0.074
April	0.089	0.065
May (up to the Latest Practicable Date)	0.081	0.068

Source: Quoted prices from the Stock Exchange website (www.hkex.com.hk).

NOTICE OF ANNUAL GENERAL MEETING

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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Ding He Mining Holdings Limited (the “Company”) will be held at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Tuesday, 28 June 2016 at 3:00 p.m. for the following purposes and passing the following resolutions, with or without modifications:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company and auditor for the year ended 31 December 2015.
2.
 - (a) To re-elect Mr. Du Jian Jun as the executive director of the Company.
 - (b) To re-elect Mr. Fan Weipeng as the executive director of the Company.
 - (c) To re-elect Ms. Meng Xiao Ying as the executive director of the Company.
 - (d) To re-elect Ms. Tian Jinghua as the independent non-executive director of the Company.
 - (e) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To consider the re-appointment of Baker Tilly Hong Kong Limited as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

And as to special businesses, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. “THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and/or options, including warrants to subscribe for shares of the Company, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options including warrant to subscribe for shares, which may require the exercise of such power after the end of the Relevant Period;
- (c) the number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period (as hereinafter defined) pursuant to paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) on the exercise of any options granted under the share option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any exercising convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20 per cent of the number of shares of Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the Companies Ordinance or any other applicable law of Hong Kong to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares in the capital of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares in the capital of the Company or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

5. “THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of and on behalf of the Company to buy-back issued shares or any other rights to subscribe for shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the number of shares of the Company, which are authorised to be brought back pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent of the number of shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the Companies Ordinance or any other applicable law of Hong Kong to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
6. “THAT conditional upon the resolutions numbered 4 and 5 set out in the notice of the general meeting at which this resolution is considered being passed, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and otherwise deal with new shares of the Company and pursuant to the ordinary resolution numbered 4 above be and is hereby extended by the addition to the number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the number of shares of the Company brought back by the Company under the authority granted pursuant to ordinary resolution numbered 5 above, provided that such extended amount shall not exceed 10 per cent of the number of shares of the Company in issue as at the date of passing of this resolution.”

By Order of the Board
Ding He Mining Holdings Limited
DU JIAN JUN
Chairman and Executive Director

Hong Kong, 26 May 2016

As at the date of this notice, the Executive Directors of the Company are Mr. Du Jian Jun, Mr. Ji Kuang, Mr. Li Po Wai, Mr. Fan Weipeng, Mr. Leung Wai Kwan, Ms. Meng Xiao Ying, and Mr. Yin Shibo and the Independent Non-executive Directors of the Company are Mr. Chan Kin Ho Philip, Ms. Tian Jinghua, Ms. Li Zhenzhen and Mr. Liu Bo.

Notes:

- (1) Ordinary resolution numbered 6 will be proposed to the Shareholders for approval provided that ordinary resolutions numbers 4 and 5 are duly passed by Shareholders.
- (2) A Shareholder entitled to attend and vote at this annual general meeting or any adjournment thereof may appoint one or more proxies to attend and vote in his place and such proxy(ies) need not be the Shareholder(s).
- (3) In case of joint Shareholders, 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, and for this purpose seniority will be determined by the order in which the names stand in the Company’s register of members in respect of the joint holding.

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- (4) To be valid, the form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed (or a notarially certified copy of such power of authority) must be delivered to the share registrar and transfer office of the Company, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong ("Share Registrar"), not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. The appointment of a proxy will not preclude a Shareholder from subsequently attending and voting at the meeting or any adjournment thereof if he so wishes. If a Shareholder who has lodged a form of proxy attends the meeting, his form of proxy will be deemed to have been revoked.
- (5) The register of members of the Company will be closed and no transfer of shares will be registered from Friday, 24 June 2016 to Tuesday, 28 June 2016 (both days inclusive). In order to qualify for attending and voting at this annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar not later than 4.30 p.m. on Thursday, 23 June 2016.