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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.

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;
- (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;
- (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.
- (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.