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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)**

**POLL RESULTS OF  
THE ANNUAL GENERAL MEETING HELD  
ON 28 JUNE 2016 AND RETIREMENT  
OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board hereby announces that at the AGM held on 28 June 2016, all of the proposed ordinary resolutions as set out in the AGM Notice were duly voted by the Shareholders by way of poll.

The Board further announces that Ms. Tian retired as an independent non-executive Director with effect from the conclusion of the AGM as the resolution in respect of her re-election was not passed by the Shareholders as an ordinary resolution at the AGM.

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 28 JUNE 2016**

At the annual general meeting (the “AGM”) of Ding He Mining Holdings Limited (the “Company”) held on Tuesday, 28 June 2016, all the proposed resolutions were voted by way of poll by the shareholders of the Company (the “Shareholders”). Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as defined in the circular of the Company dated 26 May 2016 and despatched to the Shareholders.

As at the date of the AGM, the total number of issued shares of the Company was 5,509,623,921 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. A total of 433,169,100 Shares were held by the Shareholders who have attended and voted for or against the resolutions at the AGM. There were no shares of the Company entitling the holders to attend and vote only against any of the proposed resolutions at the AGM. There were no restrictions on any Shareholders casting votes on any of the proposed resolutions at the AGM.

The Company's share registrar, Union Registrars Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. The poll results in respect of the respective resolutions proposed at the AGM were as follows:

Ordinary Resolutions		No. of votes cast and percentage of total number of votes cast (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2015.	433,169,100 (100%)	0 (0%)
2.	(a) To re-elect Mr. Du Jian Jun as an executive director of the Company.	433,169,100 (100%)	0 (0%)
	(b) To re-elect Mr. Fan Weipeng as an executive director of the Company.	433,169,100 (100%)	0 (0%)
	(c) To re-elect Ms. Meng Xiao Ying as an executive director of the Company.	433,169,100 (100%)	0 (0%)
	(d) To re-elect Ms. Tian Jinghua as an independent non-executive director of the Company.	15,601,050 (3.6%)	417,568,050 (96.4%)
	(e) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	433,169,100 (100%)	0 (0%)
3.	To re-appoint Baker Tilly Hong Kong Limited as the auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.	433,169,100 (100%)	0 (0%)
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company, not exceeding 20% of the number of shares of the Company in issue as at the date of this resolution.	433,169,100 (100%)	0 (0%)
5.	To grant a general mandate to the directors to buy-back shares of the Company, not exceeding 10% of the number of shares of the Company in issue as at the date of this resolution.	433,169,100 (100%)	0 (0%)
6.	To extend the general mandate granted to the directors of the Company pursuant to resolution numbered 4 to allot, issue and deal with new shares not exceeding the number of shares bought back by the Company under resolution numbered 5.	433,169,100 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of all resolutions except resolution 2(d) at the AGM, these resolutions were duly passed as ordinary resolutions of the Company. As more than 50% of the votes were cast against resolution 2(d), this resolution was not passed.

### **RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Given that the re-election of Ms. Tian Jinghua (“**Ms. Tian**”) as an independent non-executive Director as set out in resolution 2(d) was not passed by the Shareholders as an ordinary resolution, Ms. Tian retired as an independent non-executive Director with effect from the conclusion of the AGM.

Following the retirement of Ms. Tian as independent non-executive director, Ms. Tian also ceased to be the member of each the audit committee of the Company, the remuneration committee of the Company and the nomination committee of the Company.

The Board is not aware of any matter relating to the retirement of Ms. Tian that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to express its appreciation to Ms. Tian for her past contribution to the Company during her tenure of service.

### **NON-COMPLIANCE WITH RULE 3.10A OF THE LISTING RULES**

According to Rule 3.10A of the Listing Rules, the Company is required to appoint independent non-executive directors representing at least one-third of the members of the Board.

Following the retirement of Ms. Tian, the composition of the Board comprises seven executive directors and three independent non-executive directors. The number of independent non-executive directors on the Board represents less than one-third of the members of the Board as required under Rule 3.10A of the Listing Rules.

Reference is made to the announcement of the Company dated 22 June 2016, Mr. Leung Kwok Pang Joseph has been appointed as an executive director of the Company and Mr. Tong Zhu has been appointed as an independent non-executive director, member of each of the audit committee, the nomination committee and the remuneration committee of the Company with effect from 29 June 2016. The Company will meet the requirement set out in rule 3.10A of the Listing Rules with effect from 29 June 2016.

By order of the Board of  
**DING HE MINING HOLDINGS LIMITED**  
**Mr. Du Jian Jun**  
*Chairman and Executive Director*

Hong Kong, 28 June 2016

*As at the date of this announcement, 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. Li Zhenzhen and Mr. Liu Bo.*