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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)

EQUITY ACQUISITION MEMORANDUM OF UNDERSTANDING

This announcement is made by Ding He Mining Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that on 23 January 2018, the Company entered into an equity acquisition memorandum of understanding (the “**MOU**”) with New century ideal partners Limited (the “**Vendor**”), pursuant to which the Company proposes to acquire Create Holding Co., Limited, an indirect wholly-owned subsidiary of the Vendor incorporated in Hong Kong, together with its subsidiaries incorporated in the People’s Republic of China (“**Guosheng Group**”) (the “**Proposed Acquisition**”).

To the best knowledge, information and belief of the Directors and after making all reasonable enquiries, the Vendor and its ultimate beneficial owners are independent of the Company and the Company’s connected persons (as defined under the Listing Rules).

The Group is principally engaged in (i) the mining of dolomite and manufacturing of magnesium ingots in Malaysia; (ii) bottling and sale of mineral water in the People’s Republic of China; and (iii) exploration of mining resources in the Republic of Indonesia.

Guosheng Group is principally engaged in the import and distribution of import goods, operation of industrial park, logistics management, trade supply chain finance and B2C e-commerce businesses, which shall build a big data platform of “Import and Export + Internet”, establish an industrial ecological chain of cross-border trade, benefit from policy incentives of the Belt and Road and effectively integrate global source commodities, national distribution networks, domestic industrial parks, supply chain finance, logistics bases and etc. and form a big data platform and transform them into economic and social values.

Upon the signing of the MOU, the Company shall conduct due diligence on Guosheng Group and negotiate the terms of the definitive agreement with the Vendor in respect of the Proposed Acquisition if practicable.

The Directors consider that the signing of the MOU will enable the Company to expand its business so as to bring return to the Company, which will benefit the Company and its shareholders as a whole in the long run.

Further announcement(s) will be made by the Company in accordance with the Listing Rules as and when appropriate.

By Order of the Board
Ding He Mining Holdings Limited
Du Jian Jun
Chairman and Executive Director

Hong Kong, 23 January 2018

As at the date of this announcement, the executive Directors are Mr. Du Jian Jun, Ms. Lu Sufang, Mr. Leung Wai Kwan, Mr. Yin Shibo, Mr. Fan Weipeng and Mr. Chen Liang, and the independent non-executive Directors are Mr. Liu Bo, Mr. Tong Zhu and Mr. Yuan Guangming.