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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)

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS,
CHANGE OF MEMBER OF BOARD COMMITTEES
AND
REMOVAL OF JOINT COMPANY SECRETARY AND
ALTERNATIVE AUTHORISED REPRESENTATIVE**

The board (the “**Board**”) of directors (the “**Directors**”) of Ding He Mining Holdings Limited (the “**Company**”) hereby announces that with effect from 23 January 2018:-

- (i) Mr. Liu Bo (“**Mr. Liu**”) has resigned as an independent non-executive Director as he would like to spend more time pursuing his own business and ceased to be a member of each of the audit committee (the “**Audit Committee**”), remuneration committee (the “**Remuneration Committee**”) and nomination committee (the “**Nomination Committee**”) of the Company;
- (ii) Mr. Tong Zhu (“**Mr. Tong**”) has resigned as an independent non-executive Director as he would like to spend more time pursuing his own business and ceased to be a member of each of the Audit Committee, Remuneration Committee and Nomination Committee;
- (iii) Ms. Wong Chi Yan (“**Ms. Wong**”) has been appointed as an independent non-executive Director, the chairman of each of the Audit Committee and Remuneration Committee and a member of the Nomination Committee;
- (iv) Mr. Chan Wai Kit (“**Mr. Chan**”) has been appointed as an independent non-executive Director, a member of each of the Audit Committee, Remuneration Committee and Nomination Committee; and

- (v) Ms. Sharon Kwan has been removed by the Board as joint company secretary of the Company due to her prolonged absence from office and unable to discharge her duties as a joint company secretary of the Company. She has also ceased to act as an alternate authorised representative under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”). Ms. Chan Yuen Ying Stella, the other joint company secretary of the Company, will remain as the company secretary of the Company.

Each of Mr. Liu and Mr. Tong confirmed that he has no disagreement with the Board or the Company and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The biographical details of Ms. Wong and Mr. Chan are set out below:-

Ms. Wong, aged 36, holds a Bachelor of Business Administration degree in Accounting from Hong Kong Baptist University and a Master of Laws in International Corporate and Financial Law from The University of Wolverhampton, UK. She is an associate member of the Hong Kong Institute of Certified Public Accountants, an associate member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators. Ms. Wong has extensive experiences in auditing, accounting and financing as well as merger and acquisition.

Ms. Wong is currently an executive director of CHerish Holdings Limited (stock code: 2113), a company listed on the Main Board of the Stock Exchange. She is also an executive director and authorised representative of Elegance Optical International Holdings Limited (stock code: 907), a company listed on the Main Board of the Stock Exchange. Ms. Wong is also an independent non-executive director of Tech Pro Technology Development Limited (stock code: 3823), and Share Economy Group Limited (stock code: 1178), and the company secretary and authorised representative of Flyke International Holdings Ltd. (stock code: 1998), companies listed on the Main Board of the Stock Exchange.

She was an executive director and authorized representative of Aurum Pacific (China) Group Limited (stock code: 8148) from May 2015 to October 2017. She was also an executive director, company secretary and authorised representative of PPS International (Holdings) Limited (stock code: 8201) from June 2015 to July 2016, companies listed on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange. She was also the executive director of China Taifeng Beddings Holdings Limited (stock code: 873), a company listed on the Main Board of the Stock Exchange from July 2016 to August 2016. She was an independent non-executive director of Prosten Health Holdings Limited (stock code: 8026) a company listed on GEM of the Stock Exchange from June 2015 to October 2015 and was also an independent non-executive director of Co-Prosperity Holdings Limited (stock code: 707) a company listed on the Main Board of the Stock Exchange from October 2015 to January 2016. She was the company secretary and authorised representative of Fullsun International Holdings Group Co., Limited (stock code: 627) a company listed on the Main Board of the Stock Exchange from September 2013 to April 2016.

Save as disclosed above, Ms. Wong does not hold any directorship in any other listed companies during the past three years, and she does not have any relationship with any Directors, substantial or controlling shareholders (as defined under the Listing Rules) of the Company. She does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the “SFO”).

There is no appointment letter issued by the Company to Ms. Wong in respect of the proposed length of services for the appointment of Ms. Wong as an independent non-executive Director. Ms. Wong is subject to retirement and re-election at the next following general meeting of the Company after her appointment and thereafter subject to retirement by rotation in accordance with the Articles of Association of the Company. Ms. Wong is entitled to a director’s fee of HK\$120,000 per annum, which was determined by the Board with reference to the recommendation of the Remuneration Committee based on her qualification, experience, and the prevailing market conditions.

Mr. Chan, aged 34, holds a Bachelor Degree in Information Systems and a Master Degree of Accounting from Curtin University of Technology, Australia. He has been appointed as a committee member of the 9th Committee of Maoming City of The Chinese People’s Political Consultative Conference since January 2017. He has extensive experience in information technology, accounting, finance, corporate governance, strategic planning, as well as merger and acquisition. Mr. Chan is currently an executive director, authorized representative and compliance officer of Aurum Pacific (China) Group Limited (stock code: 8148), a company listed on the GEM of the Stock Exchange since 13 October 2014 and a deputy chairman with effect from 16 October 2015. He is also an executive director of Elegance Optical International Holdings Limited (stock code: 907), a company listed on the Main Board of the Stock Exchange. He is also a non-executive director of Evershine Group Holdings Limited (stock code: 8022), a company listed on the GEM of the Stock Exchange. He is also the independent non-executive director of Share Economy Group Limited (stock code: 1178), a company listed on the Main Board of the Stock Exchange.

He was the chairman, executive director, authorised representative and compliance officer of PPS International (Holdings) Limited (stock code: 8201), a company listed on the GEM of the Stock Exchange from June 2015 to July 2016. He was also an executive director of China Taifeng Beddings Holdings Limited (stock code: 873), a company listed on the Main Board of the Stock Exchange from July 2016 to August 2016. He was also an executive director of Green Energy Group Limited (stock code: 979), a company listed on the Main Board of the Stock Exchange from February 2017 to July 2017.

Save as disclosed above, Mr. Chan does not hold any directorship in any other listed companies during the past three years, and he does not have any relationship with any Directors, substantial or controlling shareholders (as defined under the Listing Rules) of the Company. He does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

There is no appointment letter issued by the Company to Mr. Chan in respect of the proposed length of services for the appointment of Mr. Chan as an independent non-executive Director. Mr. Chan is subject to retirement and re-election at the next following general meeting of the Company after his appointment and thereafter subject to retirement by rotation in accordance with the Articles of Association of the Company. Mr. Chan is entitled to a director's fee of HK\$120,000 per annum, which was determined by the Board with reference to the recommendation of the Remuneration Committee based on his qualification, experience, and the prevailing market conditions.

Save as disclosed above, neither is there any further information required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules nor is there any other matter relating to the appointment of Ms. Wong and Mr. Chan that needs to be brought to the attention of the shareholders of the Company.

The Board would like to extend its appreciation to Mr. Liu and Mr. Tong for his valuable contribution during his tenure of office in the Company and welcome Ms. Wong and Mr. Chan for joining the Board.

Following the appointment of Ms. Wong, the Company has met the requirements set out in Rules 3.10(2) and 3.21 that at least one of the independent non-executive directors must have appropriate professional qualifications or related financial management expertise and the audit committee of a listed issuer must be chaired by an independent non-executive director. The Company also met the composition requirement of the remuneration committee under Rule 3.25 of the Listing Rules that the remuneration committee should be chaired by an independent executive director.

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 Ms. Wong Chi Yan, Mr. Chan Wai Kit and Mr. Yuan Guangming.