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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)**

**MEMORANDUM OF UNDERSTANDING IN RELATION TO  
POTENTIAL SUBSCRIPTION OF CONVERTIBLE BONDS  
ISSUED BY THE COMPANY**

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the SFO.

**POTENTIAL SUBSCRIPTION**

The Board is pleased to announce that on 20 April 2018 (after trading hours), the Company and the Subscriber entered into the MOU, pursuant to which the Subscriber intends to subscribe for and the Company intends to allot and issue the Convertible Bonds to the Subscriber on and subject to the terms and conditions of the Subscription Agreement.

The MOU is non-legally binding (save for those terms in relation to confidentiality, due diligence review, governing law and jurisdiction) and the consummation of the Subscription under the MOU is subject to, among others, the execution of the Subscription Agreement.

**The terms of the formal binding Subscription Agreement for the Potential Subscription have yet to be determined. Accordingly, the Potential Subscription may or may not materialise. In the event that the Subscription Agreement has been entered into between the Company and the Subscriber, the Company will make further announcement when appropriate in accordance with the Listing Rules. Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.**

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## **POTENTIAL SUBSCRIPTION**

The Board is pleased to announce that on 20 April 2018 (after trading hours), the Company and the Subscriber entered into the MOU, pursuant to which the Subscriber intends to subscribe for and the Company intends to allot and issue the Convertible Bonds to the Subscriber on and subject to the terms and conditions of the Subscription Agreement.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Subscriber and its ultimate beneficial owner(s) are Independent Third Party(ies). As informed by the Subscriber, it is a company incorporated in British Virgin Islands with limited liability and is principal engaged in investment holding.

The Subscriber or the agents/consultants engaged thereby will conduct the due diligence review on the Company during the Due Diligence Period. The Company and the Subscriber shall negotiate in good faith towards one another in ensuring that the Subscription Agreement be entered into as soon as possible and in any event, on or before the seventh date following the end of the Due Diligence Period.

The MOU is non-legally binding (save for those terms in relation to confidentiality, due diligence review, governing law and jurisdiction) and the consummation of the Subscription under the MOU is subject to, among others, the execution of the Subscription Agreement.

**The terms of the formal binding Subscription Agreement for the Potential Subscription have yet to be determined. Accordingly, the Potential Subscription may or may not materialise. In the event that the Subscription Agreement has been entered into between the Company and the Subscriber, the Company will make further announcement when appropriate in accordance with the Listing Rules. Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.**

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the expressions below have the following meanings:

“Board”	the Board of Directors
“Company”	Ding He Mining Holdings Limited, a company incorporated in Hong Kong with limited liability and the issued Shares of which are listed on Main Board of the Stock Exchange
“Convertible Bonds”	convertible bonds of an aggregate principal amount of HK\$140,000,000, which is convertible into Shares on the maturity date, to be determined, to be placed and subscribed pursuant to the Subscription Agreement
“Director(s)”	the director(s) of the Company
“Due Diligence Period”	the date falling three (3) months from the date of the MOU
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	the third party(ies) who is/are, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, independent of and not connected with the Company and the connected person(s) (as defined in the Listing Rules) of the Company

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MOU”	the memorandum of understanding dated 20 April 2018 entered into between the Subscriber and the Company in relation to the Potential Subscription
“Potential Subscription”	the potential subscription of Convertible Bonds to be issued by the Company by the Subscriber
“PRC”	the People’s Republic of China
“SFO”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Shareholders”	the holders of shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	China Honghu Asset Management Limited, a company incorporated in British Virgin Islands with limited liability
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By Order of the Board  
**Ding He Mining Holdings Limited**  
**Liu Qiang**  
*Chairman and Executive Director*

Hong Kong, 20 April 2018

*As at the date of this announcement, the executive Directors are Mr. Liu Qiang, 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.*