

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Elemental Minerals Limited (Elemental)

ACN/ARSN 108 066 422

**1. Details of substantial holder (1)**

Name Dingyi Group Investment Limited (Dingyi) and its subsidiaries listed in Annexure A (Dingyi Parties)(including Golden Season International Ltd (Golden)), Wincon Capital Investment Limited (Wincon) and Mr Li Kwong Yuk.

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the substantial holder on

3 February 2015

The previous notice was given to the company on

25 November 2014

The previous notice was dated

25 November 2014

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary fully paid shares	36,371,479	9.53% (based on there being 381,850,877 ordinary shares on issue)	40,586,805	10.63% (based on there being 381,850,877 ordinary shares on issue)

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
27 Nov 2014 1 Dec 2014 4 Dec 2014 8 Dec 2014 10-12 Dec 2014 17-18 Dec 2014 29 Dec 2014 22-23 Jan 2015 28-30 Jan 2015 2-3 Feb 2015	Golden, Dingyi, Wincon and Mr Li Kwong Yuk	Share purchase	\$0.2148 per ordinary share	4,215,326 fully paid ordinary shares	4,215,326

4. **Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Dingyi	Dingyi	Dingyi	Registered and beneficial holder.	20,855,524 ordinary shares	20,855,524
Wincon			Taken to hold a relevant interest pursuant to section 608(3)(a) of the Corporations Act by reason of controlling Dingyi.		
Mr Li Kwong Yuk			Taken to hold a relevant interest pursuant to section 608(3)(b) of the Corporations Act by reason of controlling Dingyi.		
Golden	Golden	Golden	Registered holder of the securities	19,731,281 ordinary shares	19,731,281
Dingyi			Taken to hold a relevant interest pursuant to section 608(3)(a) of the Corporations Act by reason of controlling Dingyi.		
Wincon and Mr Li Kwong Yuk			Taken to hold a relevant interest pursuant to section 608(3)(b) of the Corporations Act by reason of controlling Dingyi.		

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	

**6. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Dingyi	Units 2708, 27/F., Convention Plaza- Office Tower, 1 Harbour Road, Wanchai, Hong Kong
Dingyi Parties	Refer to Annexure A.
Wincon	Portcullis TrustNet Chambers, P.O. Box 3444, Road Town, Tortola, British Virgin Islands
Mr Li Kwong Yuk	c/- Units 2703-06, 27/F., Convention Plaza- Office Tower, 1 Harbour Road, Wanchai Hong Kong

**Signature**

print name Cheung Sze Ming

capacity Authorised Person

sign here



date 3 February 2015

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

# This is Annexure A of 1 page referred to in Form 604 (Notice of change of interests of substantial holder) – Dingyi Group Investment Limited

<b>Name of substantial holder</b>	<b>Address</b>
World Pointer Limited	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands
Nation Delight Limited	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands
Ease Main Limited	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Island
Xumao Ventures Limited	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Island
Dingyi Financial Services Investment Limited	Unit 2708, 27/F., Convention Plaza - Office Tower, 1 Harbour Road, Wanchai, Hong Kong
Golden Season International Limited	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands.
Dingyi Bao Yin (Shenzhen) Financial Leasing Limited	Room 201, Block A, Qianhai Complx, Authority of Shenzhen-Hong Kong Cooperation Zone, No. 1 Liyumen Street, Qian Wan Yi Lu, Shenzhen Hong Kong Cooperation Zone, Shenzhen, China
Easy Prestige Limited	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands
Dingyi Group (Holdings) Limited	Unit 2708, 27/F., Convention Plaza - Office Tower, 1 Harbour Road, Wanchai, Hong Kong
Dingyi Jinhui (Shenzhen) Investment Consulting Co., Ltd (PRC)	Zone F1, 1/F, Suotaike Building, No. 5 Baguasilu, Futianqu, Shenzhen, China
Shenzhen Dingyi Energy Industrial Limited	Room 201, Block A, Qianhai Complx, Authority of Shenzhen-Hong Kong Cooperation Zone, No. 1 Liyumen Street, Qian Wan Yi Lu, Shenzhen Hong Kong Cooperation Zone, Shenzhen, China
Beijing A Liang Xie Yan Can Yin Limited	First floor, Beijing International Convention Center, No. 8 Beichen East Road, Chaoyang District, Beijing, China
Dingyi Resources Limited	Unit 2708, 27/F., Convention Plaza - Office Tower, 1 Harbour Road, Wanchai, Hong Kong
Dingyi (China) Investment Limited	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands
Dingyi Potash Investment (Holdings) Limited	Unit 2708, 27/F., Convention Plaza - Office Tower, 1 Harbour Road, Wanchai, Hong Kong