



GRAND T G GOLD HOLDINGS LIMITED

大唐潼金控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8299)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 MARCH 2016

Characteristics of the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors. Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This announcement, for which the directors (the “**Directors**” or individually a “**Director**”) of Grand T G Gold Holdings Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the date of its publication and on the website of the Company at <http://www.aplushk.com/clients/8299GrandTG/>.

* For identification purpose only

The board of Directors of the Company (the “**Board**”) hereby announces the audited consolidated final results of the Company and its subsidiaries (the “**Group**”) for the year ended 31 March 2016 as follows:

CONSOLIDATED INCOME STATEMENT

For the year ended 31 March 2016

	<i>Notes</i>	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Revenue	4	112,374	105,820
Cost of sales		<u>(46,022)</u>	<u>(45,230)</u>
Gross profit		66,352	60,590
Other income/(losses)	4	1,143	(252)
Selling and distribution expenses		(4,065)	(3,015)
Administrative expenses		<u>(21,550)</u>	<u>(22,573)</u>
Operating results		41,880	34,750
Finance costs	5	<u>(19,360)</u>	<u>(10,077)</u>
Profit before tax	6	22,520	24,673
Income tax expense	7	<u>(2,294)</u>	<u>(236)</u>
Profit for the year		<u>20,226</u>	<u>24,437</u>
Profit for the year attributable to:			
Equity holders of the Company		11,114	14,384
Non-controlling interest		<u>9,112</u>	<u>10,053</u>
		<u>20,226</u>	<u>24,437</u>
		<i>HK Cents</i>	<i>HK Cents</i>
Earnings per share			
Basic		<u>0.08</u>	<u>0.11</u>
Diluted		<u>0.08</u>	<u>0.11</u>

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 March 2016

	<i>Notes</i>	2016 HK\$'000	2015 HK\$'000
Profit for the year		20,226	24,437
Other comprehensive income for the year:			
<i>Item that may be reclassified subsequently to profit or loss</i>			
Exchange differences arising from translation of financial statements of overseas subsidiaries		(8,997)	53
Fair value change and reclassification to profit or loss in regard of available for sale investment		<u>—</u>	<u>30</u>
		<u>(8,997)</u>	<u>83</u>
Total comprehensive income for the year		<u>11,229</u>	<u>24,520</u>
Total comprehensive income attributable to:			
Equity holders of the Company		2,238	14,467
Non-controlling interest		<u>8,991</u>	<u>10,053</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2016

	Notes	2016 HK\$'000	2015 HK\$'000
NON-CURRENT ASSETS			
Property, plant and equipment		542,382	511,411
Prepaid land lease premium		1,199	1,249
Mining rights related assets		55,380	58,158
		<u>598,961</u>	<u>570,818</u>
CURRENT ASSETS			
Inventories		116,527	125,118
Other receivables and prepayments	10	70,136	67,247
Cash and cash equivalents		3,277	355
		<u>189,940</u>	<u>192,720</u>
CURRENT LIABILITIES			
Trade and other payables	11	125,297	106,034
Deferred income		452	6,384
Promissory notes		12,500	12,500
Tax payables		3,011	621
Bonds		19,167	18,653
Interest-bearing borrowings	12	28,587	29,138
		<u>189,014</u>	<u>173,330</u>
NET CURRENT ASSETS		<u>926</u>	<u>19,390</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		599,887	590,208
NON-CURRENT LIABILITIES			
Long term loans	12	484,650	486,200
		<u>484,650</u>	<u>486,200</u>
NET ASSETS		<u>115,237</u>	<u>104,008</u>
CAPITAL AND RESERVES			
Share capital		53,794	53,794
Reserves		56,200	53,962
		<u>109,994</u>	<u>107,756</u>
Equity attributable to equity holders of the Company		109,994	107,756
Non-controlling interest		5,243	(3,748)
		<u>115,237</u>	<u>104,008</u>
TOTAL EQUITY		<u>115,237</u>	<u>104,008</u>

NOTES:

1. CORPORATE INFORMATION

Grand T G Gold Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. Its principal place of business in Hong Kong is Room 2410, 24/F, Wayson Commercial Building, 28 Connaught Road West, Sheung Wan, Hong Kong. The Company’s shares are listed on the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The principal activity of the Company is investment holding. Its subsidiaries (together with the Company collectively referred to as the “**Group**” hereinafter) are principally engaged in gold exploration, mining and mineral processing.

The financial statements are presented in Hong Kong dollars (“**HK\$**”), and the functional currency of the Company is HK\$, with values rounded to the nearest thousand.

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

The Hong Kong Institute of Certified Public Accountants has issued certain amendments and interpretations which are or have become effective. It has also issued certain new and revised Hong Kong Financial Reporting Standards (“**HKFRSs**”) which are first effective or available for early adoption for the current accounting period of the Company. The following paragraph provides information on initial application of these developments to the extent that they are relevant to the Company for the current and prior accounting periods reflected in these consolidated financial statements.

2.1 Initial application of Hong Kong Financial Reporting Standards

In the current year, the Group initially applied the following HKFRSs:

Amendment to Hong Kong Accounting Standard (“ HKAS ”) 19	Defined benefit plans
Annual improvements 2012	Annual improvements 2010–2012 cycle
Annual improvements 2013	Annual improvements 2011–2013 cycle

The initial application of these financial reporting standards does not necessitate material changes in the Group’s accounting policies.

2.2 Hong Kong Financial Reporting Standards in issue but not yet effective

The following Hong Kong Financial Reporting Standards in issue at 31 March 2016 have not been applied in the preparation of the Group’s consolidated financial statements for the year then ended since they were not yet effective for the annual period beginning on 1 April 2015.

HKFRSs (Amendments)	Improvements 2012–2014 Cycle ¹
Amendments to HKAS 1	Disclosure Initiative ¹
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations ¹
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation ³
Amendments to HKFRS 10, 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception ¹
HKFRS 9 (2014)	Financial Instruments ²
HKFRS 15	Revenue from Contracts with Customers ²

¹ Effective for annual periods beginning on or after 1 January 2016

² Effective for annual periods beginning on or after 1 January 2018

³ Effective for annual periods beginning on or after a date to be determined

The Group anticipates that the application of the above new or amended standards have no material impact on the results and the financial position of the Group.

3. SEGMENT INFORMATION

The Group had two operating segments for the year ended 31 March 2016, namely Gold Mining Division and Corporate Division.

Segment results do not include finance costs. Segment assets and liabilities are allocated based on the operations of the segments.

Segment information by operating segments is presented as follows:

Year ended 31 March 2016

	Gold Mining HK\$'000	Corporate HK\$'000	Elimination HK\$'000	Total HK\$'000
Segment revenue:				
Turnover for external customers	<u>112,374</u>	<u>–</u>	<u>–</u>	<u>112,374</u>
Gross profit	66,352	–	–	66,352
Other income	1,143	–	–	1,143
Operating expenses	<u>(15,002)</u>	<u>(10,351)</u>	<u>–</u>	<u>(25,353)</u>
Depreciation and amortisation*	<u>(262)</u>	<u>–</u>	<u>–</u>	<u>(262)</u>
Segment results	52,231	(10,351)	–	41,880
Finance costs	<u>(17,370)</u>	<u>(1,990)</u>	<u>–</u>	<u>(19,360)</u>
Profit/(loss) before tax	34,861	(12,341)	–	22,520
Income tax expense	<u>(2,294)</u>	<u>–</u>	<u>–</u>	<u>(2,294)</u>
Net profit/(loss) for the year	<u>32,567</u>	<u>(12,341)</u>	<u>–</u>	<u>20,226</u>
Segment assets	<u>787,376</u>	<u>1,786,047</u>	<u>(1,784,522)</u>	<u>788,901</u>
Segment liabilities	<u>782,021</u>	<u>231,996</u>	<u>(340,353)</u>	<u>673,664</u>
Capital expenditure	<u>76,118</u>	<u>–</u>	<u>–</u>	<u>76,118</u>
Depreciation and amortisation**	<u>24,353</u>	<u>–</u>	<u>–</u>	<u>24,353</u>

Year ended 31 March 2015

	Gold Mining HK\$'000	Corporate HK\$'000	Elimination HK\$'000	Total HK\$'000
Segment revenue:				
Turnover for external customers	<u>105,820</u>	<u>–</u>	<u>–</u>	<u>105,820</u>
Gross profit	60,590	–	–	60,590
Other losses	(223)	(29)	–	(252)
Operating expenses	<u>(15,628)</u>	<u>(9,696)</u>	<u>–</u>	<u>(25,324)</u>
Depreciation and amortisation*	<u>(264)</u>	<u>–</u>	<u>–</u>	<u>(264)</u>
Segment results	44,475	(9,725)	–	34,750
Finance costs	<u>(8,281)</u>	<u>(1,796)</u>	<u>–</u>	<u>(10,077)</u>
Profit/(loss) before tax	36,194	(11,521)	–	24,673
Income tax expense	<u>(236)</u>	<u>–</u>	<u>–</u>	<u>(236)</u>
Net profit/(loss) for the year	<u>35,958</u>	<u>(11,521)</u>	<u>–</u>	<u>24,437</u>
Segment assets	<u>761,895</u>	<u>1,792,826</u>	<u>(1,791,183)</u>	<u>763,538</u>
Segment liabilities	<u>789,552</u>	<u>224,371</u>	<u>(354,393)</u>	<u>659,530</u>
Capital expenditure	<u>42,496</u>	<u>–</u>	<u>–</u>	<u>42,496</u>
Depreciation and amortisation**	<u>22,116</u>	<u>–</u>	<u>–</u>	<u>22,116</u>

* Represents depreciation and amortisation included in administrative expenses.

** Represents total depreciation and amortisation of the Group.

Geographical segments

The Group's operations are located in Hong Kong and other parts of the People's Republic of China ("PRC") whereas the principal markets for the Group's products are mainly located in other parts of the PRC.

Segment information by geographical segments is presented as follows:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Segment revenue by location of customers		
PRC, excluding Hong Kong, Macau and Taiwan	<u>112,374</u>	<u>105,820</u>
	<u>112,374</u>	<u>105,820</u>
Non-current assets		
PRC, excluding Hong Kong, Macau and Taiwan	<u>598,960</u>	<u>570,815</u>
Hong Kong	<u>1</u>	<u>3</u>
	<u>598,961</u>	<u>570,818</u>

Included in revenues are revenues of approximately HK\$108 million (2015: HK\$85 million) which arose from sales to the Group's largest customer. There is one customer contributed 10% or more to the Group's revenues for both 2016 and 2015.

4. REVENUE AND OTHER INCOME

Revenue represents the net value of goods sold, net of trade discounts and returns and various types of government surcharges where applicable, and the value of services rendered:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Revenue		
Sale of goods	<u>112,374</u>	<u>105,820</u>
	<u>112,374</u>	<u>105,820</u>
Other income		
Sundry income	<u>1,165</u>	<u>–</u>
	<u>1,165</u>	<u>–</u>

5. FINANCE COSTS

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Interest on bank borrowing	612	719
Interest on bonds	514	509
Interest on short term loans	1,476	1,287
Interest on long term loans	<u>16,758</u>	<u>7,562</u>
Finance costs	<u>19,360</u>	<u>10,077</u>

The weighted average capitalisation rate on funds borrowed generally is 5.31% per annum (2015: 2.49% per annum).

6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging the following:

	2016 HK\$'000	2015 HK\$'000
Cost of inventories sold	46,022	45,230
Auditors' remuneration	1,000	1,000
Amortisation of intangible assets	2,171	1,346
Depreciation*	22,182	20,770
Operating lease rentals in respect of land and buildings	397	953
Staff costs including directors' emoluments:		
Salaries, wages, allowances and benefits in kind	9,426	9,501
Retirement benefits scheme contributions	38	31
Staff costs	9,464	9,532

* HK\$262,000 (2015: HK\$264,000) are included in administrative expenses and HK\$21,919,000 (2015: HK\$20,506,000) are included in cost of sales.

7. INCOME TAX EXPENSE

	2016 HK\$'000	2015 HK\$'000
Current tax – overseas		
Provision for the year	2,294	236
Income tax expense	2,294	236

No provision for Hong Kong profits tax has been made in the financial statements as the Group had no assessable profit for the year (2015: Nil).

Overseas taxation represents tax charges on the estimated assessable profits of subsidiaries operating overseas including the PRC, calculated at rates applicable in the respective jurisdictions for the year.

The reconciliation between the income tax expense and accounting profit at applicable tax rates:

	2016 HK\$'000	2015 HK\$'000
Profit before tax	22,520	24,673
Tax at the applicable tax rate in Hong Kong	3,716	4,071
Tax effect of non-deductible expenses	2,569	180
Effect of different tax rates of subsidiaries operating in other jurisdictions	2,959	3,063
Tax effect of tax losses not recognised	2,041	1,915
Tax losses utilised	(8,991)	(8,993)
Income tax expense	2,294	236

8. DIVIDEND

No dividend has been paid or proposed by the Company for the years ended 31 March 2016 and 2015.

9. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the equity holders of the Company is based on the following:

Basic

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Profit attributable to the equity holders of the Company	11,114	14,384
Weighted average number of ordinary shares in issue	<u>13,448,488,271</u>	<u>13,448,488,271</u>
Basic earnings per share (<i>HK cents</i>)	<u><u>0.08</u></u>	<u><u>0.11</u></u>

Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume exercise/conversion of all dilutive potential ordinary shares. The Company has 1 category of dilutive potential ordinary shares: share options.

For the share options, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average market price of the Company's shares during the year) based on the monetary value of the subscription rights attached to the outstanding share options. The number of shares calculated above is compared with the number of shares that would have been issued assuming the exercise of the share options. Hence, the share options have a dilutive effect only when the average market price of ordinary shares during the year exceeds the exercise price of the share options.

The computation of diluted earnings per share for the year ended 31 March 2016 and 2015 did not assume the exercise of the Company's outstanding share options since the Company's shares were suspended in listing and there is no market price for the shares.

10. OTHER RECEIVABLES AND PREPAYMENTS

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Other receivables, deposits and prepayments	<u>70,136</u>	<u>67,247</u>
	<u><u>70,136</u></u>	<u><u>67,247</u></u>

An analysis of other receivables, deposits and prepayments are as follows:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Prepayment for the intended ore refinery	50,939	50,012
Others	<u>19,197</u>	<u>17,235</u>
	<u><u>70,136</u></u>	<u><u>67,247</u></u>

The fair values of other receivables approximate their carrying amounts.

11. TRADE AND OTHER PAYABLES

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Trade payables	2,827	3,177
Other payables and accruals	<u>122,470</u>	<u>102,857</u>
	<u>125,297</u>	<u>106,034</u>

Included in other payables and accruals are HK\$37,944,000 (2015: HK\$34,534,000) payable to present and former directors.

As of the end of the reporting period, the ageing analysis of trade payables based on the demand note date, is as follows:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
0 – 30 days	–	–
31 – 60 days	–	–
61 – 90 days	–	–
Over 90 days	<u>2,827</u>	<u>3,177</u>
	<u>2,827</u>	<u>3,177</u>

12. BORROWINGS

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Bank borrowings	5,875	9,556
Short-term loans	22,712	19,582
Long-term loans	<u>484,650</u>	<u>486,200</u>
	<u>513,237</u>	<u>515,338</u>

The Group's interest-bearing loans were repayable as follows:

Amount due within one year included in current liabilities	28,587	29,138
Amount due after one year	484,650	486,200

The bank borrowings bear interest at prevailing rates and secured by the mining right owned by the Group and the interest rate is 7.49% (2015: 7.49%).

The short-term loan is unsecured and the interest rate is 5% (2015: 5%) per annum.

The long term loans are secured by the inventories of Taizhou Mining and the interest rate is nil to 12% (2015: nil to 6%)

The above borrowings are carried at amortised cost and the carrying amounts of interest-bearing borrowings approximate to their fair value.

EXTRACT OF INDEPENDENT AUDITOR'S REPORT

The following are extracted from the independent auditor's report on the consolidated financial statements of the Group for the year ended 31 March 2016.

“Basis for Disclaimer of Opinion

(i) Opening balance on provision of PRC Enterprise Income Tax

We are unable to obtain sufficient audit evidence to satisfy ourselves for the amount of the PRC Enterprise Income Tax provision brought down from previous years had been properly handled by the Company, and the related disclosures had been properly recorded and reflected in the consolidated financial statements as at and for the financial year-end.

(ii) Inventories

We have been invited to attend the physical inventory count conducted by the Company in November 2016. However, due to the prolonged period of time elapsed between the date of physical inventory count attended and the financial year-end, we are unable to satisfy ourselves with any other alternative procedures to be performed on verifying the details of movements provided by the Company, and therefore on the amount of inventories and the related disclosures had been properly recorded and reflected in the consolidated financial statements as at and for its financial year-end.

(iii) Property, plant and equipment and mining rights

We are unable to obtain sufficient audit evidence to satisfy ourselves to ascertain the recoverable amount of the property, plant and equipment and mining rights as to whether the Company can continue as a going concern in continuing its operation to generate sufficient amount of cash to substantiate their recoverability and unable to determine whether any impairment is therefore needed as based on the assumptions as provided by the Company to its valuer under the going concern assumptions with our audit procedures and hence if the related disclosures had been properly recorded and reflected in the consolidated financial statements as at and for its financial year-end.

(iv) Sales

The Group has expressed its position that Taizhou Mining has conducted its business with financing provided by two different parties as financiers and the financier with whom the assets have been pledged has directly handled the relevant cash receipts on sales of such pledged assets on behalf of Taizhou Mining. We are unable to satisfy ourselves as to the amount of sales transactions executed in cash receipts and payment between the financiers and purchasers without sufficient third party evidence on such cash receipt and payments under our audit procedures, and whether the related disclosures had been properly recorded and reflected in the consolidated financial statements as at the end of the respective financial year-end.

(v) Fundamental uncertainty – going concern

The issues on the event of default of convertible bond and also the subsequent winding-up petition instituted with the Grand Court of Cayman Islands as reported in the notes to the consolidated financial statements and certain unresolved litigations, among other things, indicate the existence of a material uncertainty which may cast significant doubt on the Group and its ability to continue as a going concern. We have disclaimed our opinion in respect of the appropriateness of adopting the going concern basis for the preparation of the consolidated financial statements.

Disclaimer of opinion

Because of the significance of the matters described in the Basis for Disclaimer of Opinion paragraphs, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the consolidated financial statements. In all other respects, in our opinion the consolidated financial statements have been prepared in accordance with the Hong Kong Companies Ordinance.”

FULLY ADDRESS THE AUDIT QUALIFICATIONS IN THE YEAR ENDING 31 MARCH 2017

Regarding the qualifications from the auditor in the audited financial statements of the Company for the year ended 31 March 2016 as extracted above, the Group under the New Board (as defined below) has carried out appropriate steps to ensure these audit qualifications will be fully addressed in the audited results of the Group for the year ending 31 March 2017.

MANAGEMENT DISCUSSION AND ANALYSIS

Financial results

The principal activity of the Company is investment holding. Its subsidiaries (together with the Company collectively referred to as the “**Group**” hereinafter) are principally engaged in gold exploration, mining and mineral processing with gold concentrate as its product.

For the year ended 31 March 2016, the Group’s revenue was approximately HK\$112.4 million (2015: approximately HK\$105.8 million), representing an increase of approximately 6.3% as compared to last year due to increase in sales. Gross profit margin of the Group had slightly improved to approximately 59% in the year ended 31 March 2016 from approximately 57% in the year ended 31 March 2015. The Group continued to be cautious in controlling its cost of production and overheads. Respective state of affairs of the Group is set out in the consolidated financial statements on pages 2 to 11 of this announcement.

Consolidated profit of the Company amounted to approximately HK\$20.2 million for the year ended 31 March 2016 (2015: approximately HK\$24.4 million). Basic earnings per share was approximately HK cents 0.08 for the year ended 31 March 2016 (2015: HK cents 0.11). The aforesaid changes were attributable to increase in finance costs and income tax expenses in the year ended 31 March 2016. There will be no payment of dividend for the year ended 31 March 2016 (2015: nil).

Liquidity, financial resources and funding

As at 31 March 2016, the Group had cash and cash equivalents and net current assets amounted to approximately HK\$3.3 million and approximately HK\$0.9 million (2015: HK\$0.4 million and HK\$19.4 million) respectively whereas inventories of the Group amounted to approximately HK\$116.5 million representing a decrease of approximately HK\$8.6 million as compared to the previous year. The Group generally financed its operating activities with internally generated cash flow as well as borrowings as detailed in note 12 of this announcement.

As at 31 March 2016, the current ratio is 1.00 (2015: 1.11).

As at 31 March 2016, the Group’s gearing ratio was approximately 69% (31 March 2015: 72%), calculated based on total borrowings over total assets.

Charge on the Group’s assets

As at 31 March 2016, the Group’s bank borrowings were secured by the mining right owned by the Group whereas its long term loans were secured by the inventories of the Group’s operating subsidiary, Tongguan Taizhou Mining Company Limited (“**Taizhou Mining**”).

Exposure to exchange risks

Since the Group's borrowings and its source of income are primarily denominated in the respective group companies functional currency which are mainly in Hong Kong dollars or Renminbi, the exposure to foreign exchange rate fluctuations is minimal.

Significant investment, material acquisition and disposal

The Group did not have any significant investment, material acquisition and disposal throughout the year.

Related party transactions with connected person(s)

The loans from Ms. Zhao Yuebing, a director of Taizhou Mining and thus a connected person of the Group, to Taizhou Mining were fully exempted connected transactions pursuant to Chapter 20 of the GEM Listing Rules as these were conducted on normal commercial terms or better and these were not secured by the assets of the Group.

The New Board (as defined below) makes no representation on the compliance of the GEM Listing Rules in relation to the related party transactions between the Former Director(s) (as defined below) and the Group during the year ended 31 March 2016.

Employees and remuneration policies

As at 31 March 2016, the Group had 71 employees (2015: 71) situated mainly in the PRC and Hong Kong. The Group's emoluments policies are formulated based on industry practices and performance of individual employees. For the year ended 31 March 2016, the total staff costs (including directors' emoluments) amounted to approximately HK\$9.4 million (2015: HK\$9.5 million). During the year ended 31 March 2016, no share option had been granted by the Company. Details of employees' remuneration are set out in note 6 of this announcement.

MATERIAL CHANGE IN THE MANAGEMENT TEAM OF THE COMPANY

During the financial year ended 31 March 2016 and immediately thereafter, there had been material changes in the management team of the Company as follows:

- (a) all but one members of the old Board resigned as of 23 March 2016, namely Mr. Lee Shing, Ms. Kwok Tai Pan, Dr. Cheung Wai Pun Charles JP and Mr. Jiao Zhi (collectively, the "**Former Directors**"). Save and except for Mr. Orr Joseph Wai Shing ("**Mr. Orr**") who is an independent non-executive Director not involved in the daily management and operation of the Group, all of the existing Directors (the "**New Board**") only came into place from late February to late April 2016; and
- (b) Mr. Ng Wai Kee, the Company's Company Secretary since 1 July 2012, resigned with effect from 5 April 2016. Ms. Lam Yuen Ling Eva has been appointed as the Company Secretary of the Company with effect from 6 April 2016.

POST BALANCE SHEET EVENTS

(i) **Conditional Approval of the Listing Appeals Committee on the Company's Resumption for Trading**

Trading in the shares of the Company ("**Shares**") has been suspended since 11 November 2010.

On 4 June 2015, the GEM Listing Committee decided to proceed with the cancellation of the listing of the Shares and the Company was required to submit a resumption proposal by 4 December 2015.

On 15 January 2015, the GEM Listing Committee decided that the resumption proposal submitted by the Company on 4 December 2015 was not viable and decided to cancel the listing of the Shares (the "**Listing Decision**").

Notwithstanding the review application made by the Company in January 2016, on 8 April 2016, the Company was informed that the GEM Listing (Review) Committee decided that the resumption proposal submitted by the Company in March 2016 was not viable and thus uphold the Listing Decision.

The New Board appointed Proton Capital Limited as the sole financial adviser of the Company in respect of the Company's resumption and on 15 September 2016, the Company submitted a revised resumption proposal ("**Resumption Proposal**") to the Listing Appeals Committee.

Following the review hearing held on 9 December 2016, the Listing Appeals Committee decided to accept the Resumption Proposal, subject to the Company's compliance with the conditions ("**Conditions**") as summarised below to the satisfaction of the Listing Department by 14 March 2017:

1. publication of audited consolidated financial statements for all the outstanding financial results of the Group with no material audit qualifications indicating questions with respect to the consolidation of the results of Taizhou Mining;
2. resolution of any audit qualification issues;
3. providing a working capital forecast with: (a) all principal assumptions (including appropriate sensitivity analysis relating to gold and RMB movements) for at least twelve months from the expected trading resumption date; (b) a comfort letter from the auditors or financial advisers confirming that they are satisfied that the working capital forecast of the Group has been made by the Directors after due and careful enquiry; (c) assurance to the satisfaction of the Listing Department that any equity financing including the open offer (the "**Open Offer**") will be completed; and
4. conduct a follow up review by a professional party to demonstrate to the satisfaction of the Listing Department, all material weaknesses identified have been rectified and that the Group has in place an adequate and effective financial reporting procedures and internal control systems.

The Listing Appeals Committee also stated in its letter that resumption of trading in the Company's securities should be within a reasonably short period of time after compliance with the Conditions.

(ii) Full repayment of bank borrowings and release of security over the Group's mining rights

In mid-2016, the Group fully repaid its bank borrowings and thus, the security over the Group's mining rights has been released.

(iii) Litigation instituted by Mr. Lau Kin, a purported creditor, in the Cayman Islands

The Company had been served with a winding-up petition by Mr. Lau Kin, a purported creditor of the Company to the Grand Court of the Cayman Islands against the Company. The petitioning debt stated in the winding-up petition is an alleged sum due to Mr. Lau Kin by the Company of HK\$19,494,230.43, comprising HK\$16,882,000.00 principal and interest of HK\$2,612,230.43 as of 3 May 2016 (the "**Lau Kin Claim**"). Mr. Lau Kin seeks an order for the appointment of joint official liquidators to the Company.

Mr. Lau Kin alleged that by a deed of assignment made between Dragon Hill Development Limited ("**Dragon Hill**") and him dated 3 May 2016, Dragon Hill assigned to him a purported debt of the Company in the amount of HK\$19,494,230.43 at a consideration of HK\$2 million only.

According to the information available to the Company:

- (i) Mr. Lee Shing and Ms. Kwan To Yin are directors and shareholders of Dragon Hill holding approximately 85% and 15% shares therein, respectively;
- (ii) Mr. Lee Shing was an executive director of the Company from 17 July 2009 to 23 March 2016. During the aforesaid period, Mr. Lee Shing was (a) the chairman of the board of directors of the Company from 30 September 2009 to 8 November 2011; and (b) the sole executive director of the Company from 28 May 2015 to 23 February 2016.
- (iii) Mr. Lee Shing, by himself and/or via his wholly-owned company, Yong Li Investments Limited, is interested in approximately 11.15% of the existing issued shares of the Company.

The Company considers the validity of the Lau Kin Claim is in question and is investigating into and seeking legal advice in relation thereto. If the Lau Kin Claim is indeed found to be valid, the Lau Kin Claim will be fully settled from the net proceeds of the Open Offer.

With agreement of all parties involved, hearing date of the Grand Court of the Cayman Islands for the aforesaid litigation shall be further adjourned with a hearing to be held on the first available date after 14 March 2017 (Cayman time).

(iv) Litigation instituted by Mr. Lee Shing, a purported creditor, in Hong Kong

The Company has recently been served with a petition for the winding-up of the Company by Mr. Lee Shing (a former executive director, ex-Chairman, an existing substantial shareholder of the Company) to the High Court, Hong Kong Special Administrative Region under the provisions of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the laws of Hong Kong) (the "**Lee Shing Petition**").

Mr. Lee Shing alleged in the Lee Shing Petition that the Company is indebted to him in the sum of HK\$18,223,125.50 (the “**Alleged Indebtedness**”), comprising (i) a purported loan of HK\$6,925,000.00 assigned by a former Director to Mr. Lee Shing on 12 April 2010; (ii) a loan purportedly provided by Mr. Lee Shing plus interest calculated up to 30 August 2016 of HK\$7,019,020.50 in aggregate; and (iii) director’s emoluments and reimbursements of HK\$4,279,105.00 in aggregate.

Before the presentation of the Lee Shing Petition by Mr. Lee Shing, the Company had been in the course of requesting relevant documents and supportings from Mr. Lee Shing so as to substantiate and verify the Alleged Indebtedness. Although Mr. Lee Shing’s legal adviser has indicated his client’s intention to provide, the Company has never received any of the requested documents up to the date of this announcement.

The first hearing date of the Lee Shing Petition has been scheduled to take place on 15 March 2017 in the High Court, Hong Kong Special Administrative Region. For the avoidance of doubt, 15 March 2017 is not a winding up date of the Company. According to the legal advice obtained by the Company, the hearing of 15 March 2017 is an endorsed hearing whereby a Master would check whether all procedural matters have been complied with and ascertain whether the Company or any other person would oppose to the Lee Shing Petition. If the Company opposes to the Lee Shing Petition at the hearing to be held on 15 March 2017, the case would be adjourned before a High Court Judge for his/her directions as to filing of evidence and other court documents.

The Company is seeking legal advice and endeavor to vigorously oppose the Lee Shing Petition. In light of the conditional approval to the Resumption Proposal from the Listing Appeals Committee as detailed in the Company’s announcement dated 19 December 2016, the Company is implementing the Resumption Proposal whereby a fund raising plan will be conducted to fully settle, among others, the Alleged Indebtedness if verified.

PROSPECT

In view of the conditional approval for resumption of trading granted by the Listing Appeals Committee, the New Board is intensifying its effort to implement the Resumption Proposal, which include the Open Offer, debt capitalisation, debt settlement and release of all outstanding financial results, so as to fulfill the Conditions as soon as possible for resumption in trading of the shares of the Company.

As disclosed in the announcements of the Company dated 21 July 2016 and 7 December 2016, the Company will conduct the Open Offer on the basis of 1 offer Share for each two existing Shares held at a price of not more than HK\$0.02 for each offer Share in order to raise gross proceeds of approximately HK\$100 million to HK\$130 million. The Company will utilise the net proceeds of the Open Offer for settlement of its indebtedness and as working capital of the Group. Meanwhile, certain debts will be capitalised and settled by way of issue of new Shares at not more than HK\$0.02 per new Share. The Company expects that upon completion of the Resumption Proposal, the financial position, net assets value and cash flow of the Group will be significantly improved.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities during the year.

COMPLIANCE WITH CODE ON CORPORATE GOVERNANCE PRACTICES

Due to the material change as stated in the section headed “Material Change in the Management Team of the Company”, the New Board cannot make any representation about the adoption and/or compliance of the principles and the applicable provisions of the Code on Corporate Governance Practices (the “Code”) set out in Appendix 15 to the GEM Listing Rules by the Company and/or the Former Directors for the period from 1 April 2015 up to 23 March 2016.

The Company, under the New Board, strives to attain and maintain the highest standard of corporate governance as it believes that effective corporate governance practices are fundamental to enhancing shareholder value and safeguarding shareholder interests.

The principles of corporate governance adopted by the Group emphasize a quality board, sound internal control, and transparency and accountability to all its shareholders.

The Company under the New Board has since 24 March 2016 adopted the code provisions (“Code Provisions”) set out in the Code and the Company had complied with all Code Provisions as set out in the Code from 24 March 2016 up to the year ended 31 March 2016, except for the following deviations:

Code Provision A.4.1 & A.4.2

Code Provisions A.4.1 of the Code stipulates that non-executive directors should be appointed for a specific term, subject to re-election. Code Provision A.4.2 of the Code further stipulates that all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after appointment. Every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

The Company’s non-executive directors were not appointed for a fixed terms. Their appointment is subject to retirement by rotation and/or re-election in accordance with the articles of association of the Company. The Company had not held any annual general meeting since the latest annual general meeting held on 16 August 2010 as it had not yet published its audited accounts since the year ended 31 March 2010. As such, the Resigned Director and Mr. Orr had not been retired by rotation at least once every three years.

Code Provision C.2.5

Code Provisions C.2.5 of the Code stipulates that the issuer should have an internal audit function. As the size of operation of the Group is rather small, the New Board consider that engagement of an external professional to review on its internal control system is more appropriate.

The New Board, after reviewing the old internal control systems of the Group, had modified and enhanced the internal control systems, all relevant works were completed. The Company had appointed an external services provider to conduct a review on the effectiveness and efficiency of the internal control systems.

Code Provision A.6.1

Code Provision A.6.1 of the Code stipulates that every newly appointed director should receive a comprehensive, formal and tailored induction on the first occasion of his or her appointment, and subsequently such briefing and professional development as is necessary, to ensure that he or she has a proper understanding of the operations and business of the Company and that he or she is fully aware of his or her responsibilities and other requirements as well as the business and governance policies of the Company.

The Company had provided new coming Director(s) with training/information on director' duties and responsibilities on GEM Listing Rules as well as operations of the Group but overlook to consolidate a comprehensive induction pack for the new coming Director(s). With the advice of the external professional in internal control, the Company has prepared a comprehensive induction package for all newly appointed directors now.

DIRECTORS' SECURITIES TRANSACTIONS

Due to the material change as stated in the section headed "Material Change in the Management Team of the Company", the New Board cannot make any representation to the compliance of the required standard of dealings as set out in Rules 5.46 to 5.67 of the GEM Listing Rules by the Former Directors during their tenor as Directors in the financial year ended 31 March 2016.

Regarding the existing Directors, the Company has adopted a code of conduct regarding the securities transactions by Directors on terms no less exacting than the required standard of dealings set out in rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all existing Directors, all existing Directors confirmed that they had complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company since their date of appointment up to 31 March 2016.

COMPLIANCE WITH RULE 5.15

Due to the material change as stated in the section headed "Material Changes in the Management Team of the Company", the New Board does not make any representation to the compliance of Rule 5.15 of the GEM Listing Rules by the Company's former Company Secretary during the period from 1 April 2015 to 23 April 2016.

AUDIT COMMITTEE

The audit committee comprises three independent non-executive directors, Mr. Jiang Quanming, Mr. Orr and Mr. Guo Wei. The audit committee has reviewed the audited financial results of the Group for the year ended 31 March 2016.

PUBLICATION OF FINAL RESULTS ANNOUNCEMENT AND ANNUAL REPORT

This final results announcement is published on the GEM website at www.hkgem.com and on the website of the Company at <http://www.aplushk.com/clients/8299GrandTG/>. The annual report of the Company for the year ended 31 March 2016 will also be despatched to the shareholders of the Company and published on the aforesaid websites in due course.

For and on behalf of the Board
Grand T G Gold Holdings Limited
Li Dahong
Chairman

Hong Kong, 16 February 2017

The English text of this announcement shall prevail over the Chinese text in case of inconsistencies.

As at the date hereof, the Board comprises of Dr. Li Dahong (executive Director), Mr. Feng Jun (executive Director), Mr. Jiang Zhiyong (executive Director), Ms. Ma Xiaona (non-executive Director), Mr. Orr Joseph Wai Shing (independent non-executive Director), Mr. Jiang Quanming (independent non-executive Director) and Mr. Guo Wei (independent non-executive Director).