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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)

POLL RESULTS OF THE ADJOURNED EXTRAORDINARY GENERAL MEETING HELD ON 28 FEBRUARY 2022

Reference is made to the circular (the “**Circular**”), notice of extraordinary general meeting dated 26 January 2022 (“**EGM Notice**”), the notice of adjourned extraordinary general meeting (the “**Adjourned EGM Notice**”) dated 16 February 2022 and announcement dated 18 February 2022 of Grand T G Gold Holdings Limited (the “**Company**”). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Company is pleased to announce that the adjourned extraordinary general meeting of the Company (the “**Adjourned EGM**”) was held on Monday, 28 February 2022 at 11:00 a.m. at the office of DeHeng Law Offices at 23rd Floor, Sinar Mas Plaza, No.501 East Da Ming Road, Shanghai 200080, the People’s Republic of China. The Company used webcast at the Adjourned EGM to enable the Independent Shareholders to view the Adjourned EGM and held an interactive discussion session by way of video teleconferencing to ensure the participation and the right to speak by the Independent Shareholders at the Adjourned EGM. The proposed resolutions (the “**Resolutions**”) as set out in the Circular and the EGM Notice, were duly passed as ordinary and special resolutions by the shareholders of the Company (the “**Shareholders**”) by way of poll. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE ADJOURNED EGM

The poll result in respect of the Resolutions proposed at the Adjourned EGM were as follows:

Special Resolutions		Number of Votes (%)	
		For	Against
1.	To approve the Capital Reorganisation and the transactions contemplated thereunder.	344,153,107 (100%)	0 (0%)
2.	To approve the Whitewash Waiver and the transactions contemplated thereunder.	344,153,107 (100%)	0 (0%)
Ordinary Resolutions		Number of Votes (%)	
		For	Against
3.	To approve the Rights Issue, the Placing Agreement and the transactions contemplated thereunder.	344,153,107 (100%)	0 (0%)
4.	To approve the Underwriting Agreement and the transactions contemplated thereunder.	344,153,107 (100%)	0 (0%)
5.	To approve the Special Deals and the transactions contemplated thereunder.	344,153,107 (100%)	0 (0%)

The description of the Resolutions above is by way of summary only. The full text appears in the EGM Notice.

As at the date of the Adjourned EGM:

- (a) The Company had a total of 1,496,782,160 Shares in issue.
- (b) The total number of the issued Shares entitling the holders to attend and abstain from voting in favour at the Adjourned EGM as set out in rule 17.47A of the GEM Listing Rules: Nil.
- (c) None of the Shareholders has stated their intention in the Circular to vote against the Resolutions at the Adjourned EGM.

(d) Mr. Ma, Ms. Zhao and the 2017 CB Holder were required to and did abstain from voting on the Resolutions at the Adjourned EGM. Save as disclosed above, no Shareholders is required under the GEM Listing Rules and the Takeovers Code to abstain from voting on the Resolutions at the Adjourned EGM. As such, the total number of the issued Shares and entitling the holders to attend and vote on the Resolutions at the Adjourned EGM was 1,260,209,804 Shares.

As not less than 75% of the votes were cast in favour for resolutions nos. 1 and 2 and more than 50% of the votes were cast in favour for resolutions nos. 3 to 5, the Resolutions were duly passed as an ordinary and special resolutions of the Company respectively.

The Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, was appointed as the scrutineer at the Adjourned EGM for the purpose of vote taking.

Executive Directors Dr. Li Dahong and Ms. Ma Xiaona attended the Adjourned EGM in person and all other Directors, namely, Mr. Guo Wei, Mr. Lam Albert Man Sum and Mr. Cheung Wai Hung attended the Adjourned EGM by telephone conference.

GRANT OF WHITEWASH WAIVER

The Executive has granted the Whitewash Waiver on 24 February 2022, subject to (i) the Whitewash Waiver and the Rights Issue and the Underwriting Agreement (and the transactions contemplated under the Underwriting Agreement) being separately approved by at least 75% and more than 50% respectively of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at a general meeting, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Underwriter and its concert parties between the date of the Announcement and the completion of the Rights Issue.

As the Whitewash Waiver and and the the Rights Issue and the Underwriting Agreement (and the transactions contemplated under the Underwriting Agreement) have been approved by the Independent Shareholders by way of special resolution and ordinary resolutions respectively at the Adjourned EGM by way of poll, the aforementioned condition (i) imposed by the Executive has been fulfilled as at the date of this announcement.

CONSENT TO THE SPECIAL DEALS

On 24 February 2022, the Executive has conditionally consented to the Special Deals, subject to the Special Deals being approved by the vote of the Independent Shareholders at the Adjourned EGM, to be taken on a poll. As the resolution numbered 5 approving the Special Deals has been passed by the Independent Shareholders at the Adjourned EGM by way of poll, the aforementioned condition of the Special Deals has been fulfilled as at the date of this announcement.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

For illustration purposes only, set out below are the shareholding structures of the Company (i) as at the date of this announcement; (ii) immediately after completion of the Rights Issue (assuming no further Shares will be issued or repurchased on or before the Record Date) in the manners contemplated under the Underwriting Agreement:

Name of Shareholder	As at the date of this announcement		Immediately after completion of the Rights Issue assuming full acceptance of the Rights Shares by the Qualifying Shareholders				Immediately after completion of the Rights Issue assuming nil acceptance of the Rights Shares by the Qualifying Shareholders (other than Mr. Ma who has provided Irrevocable Undertakings) and 100% of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares are fully placed to the Places under the Compensatory Arrangements				Immediately after completion of the Rights Issue assuming the Underwriter takes up the maximum amount of 3,664,916,784 Underwritten Shares				Immediately after completion of the Rights Issue assuming nil acceptance of the Rights Shares by the Qualifying Shareholders (other than Mr. Ma who has provided Irrevocable Undertakings) and 100% of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares are taken up by the Underwriter			
	Number of Shares	Approx. % of issued Shares	Number of Shares	Approx. % of issued Shares	Number of Shares	Approx. % of issued Shares	Number of Shares	Approx. % of issued Shares	Number of Shares	Approx. % of issued Shares	Number of Shares	Approx. % of issued Shares	Number of Shares	Approx. % of issued Shares	Number of Shares	Approx. % of issued Shares		
Mr. Ma (also as the Underwriter)	200,730,224	13.41	802,920,896	13.41	802,920,896	13.41	4,467,837,680	74.62	3,798,120,608	74.56								
Ms. Zhao (note 1)	22,508,800	1.50	90,035,200	1.50	22,508,800	0.38	22,508,800	0.38	22,508,800	0.44								
Other public Shareholders	1,273,543,136	85.09	5,094,172,544	85.09	5,161,689,944	86.21	1,496,782,160	25.00	1,273,543,136	25.00								
Total	<u>1,496,782,160</u>	<u>100.00</u>	<u>5,987,128,640</u>	<u>100.00</u>	<u>5,987,128,640</u>	<u>100.00</u>	<u>5,987,128,640</u>	<u>100.00</u>	<u>5,094,172,544</u>	<u>100.00</u>								

Notes:

- (1) Mr. Ma is the spouse of Ms. Zhao. Mr. Ma and Ms. Zhao are accordingly deemed to be interested in the Shares beneficially owned by each other under the SFO.
- (2) The Unsubscribed Rights Shares and the NQS Unsold Rights Shares to be taken up by the Underwriter is subject to the Company satisfying the minimum Public Float Requirement under the Rule 11.23(7) of GEM Listing Rules upon the completion of the Rights Issue. The Underwriter will not take up all of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares if as a result of which the Company will fall below the minimum Public Float Requirement upon completion of the Rights Issue. Any of the Rights Shares which remain untaken by the Underwriter as a result of the maintenance of the minimum Public Float Requirement upon completion of the Rights Issue, will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. Under such scenario, the gross proceeds and net proceeds from the Rights Issue will also be reduced and the intended application of net proceeds on the general working capital of the Group as set out in the section headed “Reasons for and benefits of the Rights Issue and use of proceeds” in this announcement will be reduced accordingly.

- (3) If upon completion of the Rights Issue and Compensatory Arrangements and after discharging the underwriting obligations in accordance with the Underwriting Agreement, the Underwriter and/or parties acting in concert with it in aggregate, hold more than 50% of the Company's voting rights, the Underwriter may thereafter increase its holding without incurring any further obligation under Rule 26 of the Takeovers Code to make a general offer for Shares.

COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-RIGHT BASIS AND DESPATCH OF THE PROSPECTUS DOCUMENTS

The Capital Reorganisation, Change in Board Lot Size and the Rights Issue will proceed in accordance with the expected timetable as set out in the Circular. Pursuant to the expected timetable, it is expected that the effective date of the Capital Reorganisation will be Tuesday, 29 March 2022. The last day of dealings in the Adjusted Shares on a cum-rights basis will be Tuesday, 29 March 2022 and the Adjusted Shares will be dealt with on an ex-rights basis from Wednesday, 30 March 2022. The Prospectus Documents will be despatched to the Qualifying Shareholders (in the case of the Non-Qualifying Shareholders, if any, the Prospectus for information only) on Thursday, 7 April 2022.

WARNING OF THE RISKS OF DEALING IN SHARES AND THE NIL-PAID RIGHTS SHARES

The Rights Issue will proceed on a fully underwritten basis. There are no requirements for minimum levels of subscription. Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof (a summary of which is set out in the sub-section headed "Termination of the Underwriting Agreement" under the section headed "THE UNDERWRITING AGREEMENT" in the Circular). Accordingly, the Rights Issue may or may not proceed.

Dealings in the Rights Shares in nil-paid form are expected to take place from Monday, 11 April to Wednesday, 20 April 2022 (both days inclusive). Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or the Adjusted Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the Adjusted Shares and/or the nil-paid Rights Shares. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s). Any Shareholder or other person dealing in the Shares and/or the Adjusted Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the proposed Rights Issue is subject are fulfilled (and the date on which the Underwriter's right of termination of the Underwriting Agreement ceases) will accordingly bear the risk that the proposed Rights Issue may not become unconditional or may not proceed.

Any Shareholders or other persons contemplating any dealings in the Shares or the Adjusted Shares or the Rights Shares in their nil-paid form are recommended to consult their professional advisers.

By Order of the Board
Grand T G Gold Holdings Limited
Li Dahong
Chairman

Hong Kong, 28 February 2022

As at the date of this announcement, the Board comprises of Dr. Li Dahong (executive Director), Ms. Ma Xiaona (executive Director), Mr. Guo Wei (independent non-executive Director), Mr. Lam Albert Man Sum (independent non-executive Director) and Mr. Cheung Wai Hung (independent non-executive Director).

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange 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.

All Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in 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 websites of the Company at <http://www.grandtg.com>.

** For identification purposes only*