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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)

APPLICATIONS FOR THE RIGHTS SHARES AND NUMBER OF UNSUBSCRIBED RIGHTS SHARES AND NQS UNSOLD RIGHTS SHARES SUBJECT TO THE COMPENSATORY ARRANGEMENTS PURSUANT TO THE RIGHTS ISSUE ON THE BASIS OF THREE RIGHTS SHARES FOR EVERY ONE SHARE HELD ON THE RECORD DATE

Reference is made to the prospectus (“**Prospectus**”) of Grand T G Gold Holdings Limited (“**Company**”) dated 21 April 2022 in relation to the Rights Issue. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as defined in the Prospectus.

APPLICATIONS FOR THE RIGHTS SHARES

As at 4:00 p.m. on Friday, 6 May 2022, being the Latest Time For Acceptance, the Company had received 9 valid acceptances for a total of 1,263,912,482 Rights Shares provisionally allotted under the Rights Issue, representing approximately 28.15% of the total number of Rights Shares to be issued under the Rights Issue.

Based on the subscription results and taking into account the 602,190,672 Rights Shares provisionally allotted to Mr. Ma Qianzhou under his entitlement and, as confirmed by him, have been subscribed by him pursuant to the Irrevocable Undertaking, the Rights Issue was under-subscribed by 3,226,433,998 Rights Shares, representing approximately 71.85% of the total number of the Rights Shares to be issued under the Rights Issue.

THE COMPENSATORY ARRANGEMENTS

Pursuant to Rule 10.31(1)(b) of the GEM Listing Rules, the Company had made arrangements to dispose of the 3,226,433,998 Unsubscribed Rights Shares and the NQS Unsold Rights Shares by offering such Unsubscribed Rights Shares and the NQS Unsold Rights Shares to independent places for the benefit of the Shareholders to whom they were offered by way of the rights.

The Company had entered into the Placing Agreement with the Placing Agent to place the Unsubscribed Rights Shares and the NQS Unsold Rights Shares during the Placing Period to independent places on a best effort basis, and any premium over the aggregate amount of (i) the Subscription Price for those Rights Shares; and (ii) the expenses of the Placing Agent (including any other related expenses/fees), that is realised from the Placing will be paid to those No Action Shareholders. The placing price of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares shall not be less than Subscription Price.

Net Gain (if any) will be paid on pro-rata basis (on the basis of all Unsubscribed Rights Shares and NQS Unsold Rights Shares) to the No Action Shareholders (but rounded down to the nearest cent) as set out below:

- (1) the Qualifying Shareholders who did not subscribe for the Rights Shares (whether partially or fully) under the PALs and their renounees;
- (2) such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed; and
- (3) the Non-Qualifying Shareholders in respect of the NQS Unsold Rights Shares.

Net Gain to any of the No Action Shareholder(s) mentioned in (1) to (3) above which is in an amount of HK\$100 or more will be paid to such No Action Shareholder in Hong Kong Dollars only and the Company will retain individual amounts of less than HK\$100 for its own benefit.

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, any unsold Unsubscribed Rights Shares and the NQS Unsold Rights Shares under the Compensatory Arrangements will be taken up by the Underwriter pursuant to the terms of the Underwriting Agreement. For the avoidance of doubt, 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.

An announcement of the results of the Rights Issue is expected to be published on the websites of the Stock Exchange and the Company on Tuesday, 17 May 2022.

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

Hong Kong, 10 May 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 nonexecutive 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.

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