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## **REAL GOLD MINING LIMITED**

**瑞 金 礦 業 有 限 公 司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 246)**

### **CONDITIONS FOR RESUMPTION OF TRADING**

Reference is made to the announcement of Real Gold Mining Limited (the “Company”) dated 27 May 2011 in relation to the suspension of trading in the shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Trading in the shares of the Company has been suspended with effect from 9:00 a.m. Friday, 27 May 2011. Since the trading suspension, the Company has previously published various announcements, which have identified the following:

- (a) alleged discrepancies between the financial information in the Company’s 2009 annual report and those obtained by SCMP from the State Administration of Industry and Commerce;
- (b) the execution of the 2009 and 2010 share pledges without the Company’s board of directors’ prior knowledge or approval;
- (c) the existence of undisclosed connected transactions made in the first half of 2011 without complying with the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”); and
- (d) the delay in publishing the Company’s annual results and report for the year ended 31 December 2011.

## **RESUMPTION CONDITIONS IMPOSED BY THE STOCK EXCHANGE**

On 28 March 2012, the Stock Exchange issued a letter to the Company stating that it considers it appropriate to impose on the Company the following conditions for resumption of trading (the “Resumption Conditions”):

- (1) engage an independent forensic specialist to conduct forensic accounting investigations on items (a) to (c) above.
- (2) inform the market of all information about items (a) to (d) above that is necessary for it to appraise the position of the Company and its subsidiaries (the “Group”), including their implications to the Group’s asset, financial and operational position;
- (3) publish all outstanding financial results and reports, and address any concerns raised by the Company’s auditors through qualifications in their audit report or otherwise; and
- (4) demonstrate that there are no significant deficiencies in the Group’s corporate governance, and that the Company has put in place adequate financial reporting procedures and internal control systems to meet obligations under the Listing Rules.

The Stock Exchange has noted that it may modify any of the above conditions and/or impose further conditions if the situation changes.

The Company is currently working with its advisors to take the necessary steps to fulfill the above Resumption Conditions with the aim of resuming trading in the shares of the Company as soon as practicable. The Company will continue to keep shareholders advised from time to time of progress on these steps.

## **CONTINUED SUSPENSION OF TRADING**

Trading in the shares of the Company on the Stock Exchange will remain suspended until further notice.

By the order of the Board  
**Real Gold Mining Limited**  
**Lu Tianjun**  
*Chairman*

Chifeng City, Inner Mongolia, 30 March 2012

*As at the date of this announcement, the executive directors of the Company are Mr. Lu Tianjun (Chairman), Mr. Ma Wenxue, Mr. Cui Jie and Mr. Li Qing; and the independent non-executive directors of the Company are Mr. Li Xiaoping, Mr. Zhao Enguang and Mr. Yang Yicheng.*