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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)**

### **INDEPENDENT FORENSIC INVESTIGATION REPORTS (SUPPLEMENTARY AND EXPANDED SCOPE)**

References are made to the Announcements dated 27 May 2011, 30 May 2011, 30 March 2012, 25 April 2014 and 30 May 2014.

The Board wishes to provide an update to the Shareholders regarding the latest development in the fulfillment of the Resumption Conditions in respect of the findings and recommendations of FTI in its independent forensic investigations with respect to the Original Scope and the Expanded Scope.

References are made to the announcement of the Company dated 27 May 2011 in relation to the suspension of trading in the shares of the Company on the Stock Exchange, the announcement of the Company dated 30 May 2011 in connection with the allegations made in two SCMP newspaper articles concerning the 2009 financial statements of the Group, the announcement of the Company dated 30 March 2012 on the Resumption Conditions, the announcement of the Company dated 25 April 2014 on the Report with respect to the Original Scope (the “**Summary Announcement**”) and the announcement of the Company dated 30 May 2014 in relation to the update on progress on the Company’s fulfillment of the Resumption Conditions. Capitalised terms not otherwise defined herein shall have the same meanings given to them in the Summary Announcement.

## **FTI INVESTIGATIONS**

The Board wishes to provide an update to the Shareholders regarding the latest development in the fulfillment of the Resumption Conditions. As part of the Resumption Conditions, it was required that an independent forensic specialist be engaged to conduct forensic accounting investigations in respect of certain matters set out in the Company's announcement dated 30 March 2012.

FTI, the independent forensic specialist engaged for this purpose, has finalized the Report in respect of their forensic investigation with respect to the Original Scope on 31 March 2014. The key findings and recommendations in the Report with respect to the Original Scope were set out in the Summary Announcement.

As noted in the Summary Announcement, FTI had been unable to independently retrieve any filings of the Three Operating PRC Subsidiaries from the relevant offices of AIC prior to the finalization of the Report. The Company subsequently arranged for its authorized personnel to retrieve filings from the relevant AIC offices in person under FTI's supervision and on 30 May 2014, FTI finalized a report on the retrieval of these filings (the "**Supplementary Report**").

Further, as mentioned in the announcement of the Company dated 28 June 2013, it was agreed with FTI that the scope of work undertaken by FTI would be expanded to include investigating into the circumstances leading to the creation of the Rich Vision Pledges. On 30 May 2014 FTI finalized a report in respect of its investigations (the "**Expanded Scope Report**").

This announcement aims to summarize the findings and recommendations set out in the Supplementary Report and the Expanded Scope Report.

## **KEY FINDINGS IN THE SUPPLEMENTARY REPORT**

### **Alleged Discrepancies in Financial Reports**

It was noted in the Report on the Original Scope that the AIC filings provided by SCMP to the Company were in a format noticeably different from the audit report format obtained from the AIC by King & Wood, and the official stamp of the AIC did not appear in any of the documents provided by SCMP. Based on these facts, FTI questioned whether the alleged AIC filings in SCMP's possession were indeed obtained from the AIC. It was stated in the Report on the Original Scope that as FTI had not independently retrieved any AIC filings itself, FTI's investigations were based on the AIC filings obtained by King & Wood and provided to FTI through the Company. It was further stated in the Report that subject to any independent retrieval and review of the AIC filings by FTI, its investigations showed no events or issues that required attention in the Report in relation to any manipulation or misstatement of the Company's revenue, profit and cash position.

On 16 and 17 April 2014, the Company's authorized personnel retrieved the filings of the Three Operating PRC Subsidiaries from the three relevant AIC offices under the supervision of an FTI representative. The filings retrieved include the Three Operating PRC Subsidiaries' audited financial statements for the year ended 31 December 2009. FTI compared the audited financial statements for the

year ended 31 December 2009 of the Three Operating PRC Subsidiaries retrieved under FTI's supervision from the AIC offices against the audited financial statements for the year ended 31 December 2009 of the Three Operating PRC Subsidiaries obtained from the AIC offices by King & Wood, and did not find any discrepancy between the two sets of audited financial statements.

Based on the additional work performed to monitor the retrieval of the AIC filings and review these filings, FTI confirmed that no event or issue that requires attention in relation to any manipulation or misstatement of the Company's revenue, profit and cash position has been identified.

### **Pledge Confirmation**

As stated in the Supplementary Report, requests were sent to various banks for confirmation on the existence of pledges (if any) over the Company's and/or its subsidiaries' assets created during the period covered by the investigations (*i.e.*, from 23 February 2009 to 30 April 2013). In respect of companies of the Real Gold Group which were their customers, the banks which provided written responses confirmed that the Company and/or its subsidiaries in question did not grant pledges in any form (other than those already disclosed by the Company) to the banks. In respect of companies of the Real Gold Group which were not their customers, some of the banks responded that the Company and/or its subsidiaries in question were not their customers, and for this reason it was not appropriate for them to entertain the confirmation requests, while the other banks confirmed that the Company and/or its subsidiaries in question did not grant pledges in any form (other than those already disclosed by the Company) to the banks. The banks which provided written responses are Agricultural Bank of China (Chifeng Songshan Sub-branch and Chifeng Balinzuqi Sub-branch), Bank of China (Hong Kong Branch), Bank of Communications (Hong Kong Branch), BNP Paribas (Hong Kong Branch), China Construction Bank (Huizhou Branch), Commercial Bank of China (Chifeng Songshan Sub-branch and Chifeng Zhaowuda Sub-branch), China Guangfa Bank (Huizhou Branch and Huizhou Maidinan Sub-branch), HSBC (Hong Kong Branch), ICBC Asia (Hong Kong Branch), Ping An Bank (Shenzhen Buji Sub-branch and Shenzhen Shuibeizhubao Sub-branch) and Shanghai Pudong Development Bank (Huizhou Sub-branch).

### **KEY FINDINGS AND RECOMMENDATIONS IN THE EXPANDED SCOPE REPORT**

As noted in the Summary Announcement, Ping An Bank, Shuibeizhubao Branch was the pledgee bank of the Rich Vision Pledges created between 26 April 2012 and 8 January 2013. Details of the Rich Vision Pledges were set out in the Company's announcement dated 23 May 2013. FTI has completed its investigation into the matters of the Rich Vision Pledges and finalized the Expanded Scope Report.

It was noted in the Expanded Scope Report that Mr. Wu Hongyou was the sole director of Rich Vision during the period in which the Rich Vision Pledges were created and he resigned after the Rich Vision Pledges were discovered. FTI was not able to contact Mr. Wu Hongyou for the purpose of the investigation. All of the outstanding Rich Vision Pledges had been released by Shenzhen Ping An Bank. This, according to an officer of Shenzhen Ping An Bank, happened after the repayment of the

outstanding amounts by Huizhou Qiaoxing Telecommunication Industry Co. Ltd. (“**Qiaoxing Telecom**”). In any event, JunZeJun Law Offices, the Company’s PRC legal advisor, provided a legal opinion according to which the Rich Vision Pledges were invalid under PRC law.

FTI also noted that eight out of eighteen of the Rich Vision Pledges were created between April and July 2012. However, as already mentioned in the Summary Announcement, the hard disks from which electronic data of the Company in the PRC were obtained for purposes of computer forensic investigations only contained electronic data created from September or October 2012 onwards. For this reason, FTI has not been able to review the electronic data created during the period in which the eight Rich Vision Pledges described above were created, which was prior to September or October 2012.

Other than the Rich Vision Pledges, FTI did not identify any other pledges created by the Company or its subsidiaries between April 2012 and April 2013, nor did FTI’s investigations show any events or issues that required attention in the Expanded Scope Report in relation to any misappropriation or attempted misappropriation of the Company’s assets through the Rich Vision Pledges. However, FTI considers that during the period in which the Rich Vision Pledges were in force, the Company ran the risk of having a very substantial amount of cash being transferred to Shenzhen Ping An Bank had Qiaoxing Telecom defaulted on its loans. The risk however did not result in any actual loss as Qiaoxing Telecom had not defaulted during the relevant period.

In light of the findings of its investigations in relation to the Rich Vision Pledges, FTI made the following recommendations to the Company:

1. Sole directorship of the subsidiaries of the Company should be avoided.
2. All significant matters considered or approved by the Company’s subsidiaries should be documented in their board minutes.
3. A requirement of timely reporting of affairs of importance to the Company by its subsidiaries should be established.
4. Authorisation to sign agreements or other legal documents relating to the Group should not be given to individuals who are not employed by the Group.
5. The company secretary of the Company should be informed immediately of any resolutions passed by the board of its subsidiaries to ensure timely announcements are made where necessary.
6. Any payments of HKD5 million or above should require the signatures of an independent non-executive director and an executive director of the Company as evidence of internal approval.

The Board has reviewed FTI’s findings and recommendations in the Expanded Scope Report and is making internal arrangements to implement the necessary remedial measures recommended therein as soon as practicable.

## **SUSPENSION OF TRADING**

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

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

Chifeng City, Inner Mongolia, 19 June 2014

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