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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)**

**(I) RESIGNATION OF EXECUTIVE DIRECTORS;  
(II) RE-DESIGNATION OF DIRECTOR;  
(III) CHANGE OF COMPOSITION OF BOARD COMMITTEES;  
AND  
(IV) CHANGE OF AUTHORISED REPRESENTATIVE**

### **RESIGNATION OF EXECUTIVE DIRECTORS AND AUTHORISED REPRESENTATIVE**

The board of directors (the “Board”) of Real Gold Mining Limited (the “Company”, together with its subsidiaries, the “Group”) announces that with effect from 18 April 2019:

- (a) Mr. Wang Chunqi will resign as an executive director and authorised representative of the Company due to family commitments;
- (b) Mr. Sean Zhang will resign as an executive director of the Company due to other work commitments; and
- (c) Mr. Shao Jiulin will resign as an executive director of the Company due to other work commitments.

Each of Mr. Wang Chunqi, Mr. Sean Zhang and Mr. Shao Jiulin has confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the shareholders of the Company with respect to his resignation.

## **RE-DESIGNATION OF DIRECTOR AND APPOINTMENT OF AUTHORISED REPRESENTATIVE**

The Board further announces that Mr. Guo Honggang, an independent non-executive Director, has been re-designated as an executive director with effect from 18 April 2019. Biographical details of Mr. Guo Honggang are set out below:

Mr. Guo Honggang (“Mr. Guo”), aged 49, was appointed as an independent non-executive director of the Company on 30 September 2016. Mr. Guo has more than 20 years of experience in operating and managing mining business, especially in Inner Mongolia Province, PRC and possesses the qualification of assistant engineer (junior level) in mining business issued by the Human Resources and Social Security Bureau of Chifeng City, Inner Mongolia Province in October 2009. Mr. Guo has been a deputy general manager of Tongbo Juneng Mining Co., Ltd., which is principally engaged in the selection, mining and smelting of gold mine, since October 2010 and is primarily responsible for overseeing business operations, risk management and human resources of that company.

Mr. Guo has entered into a service contract with the Company for an initial term of three years with effect from 18 April 2019. Under the terms of such service contract, his term of office will be subject to retirement by rotation and re-election pursuant to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) and the articles of association of the Company. Mr. Guo is entitled to a director’s fee of HK\$30,000 per month, which is determined by the Board based on his qualifications, experience and level of responsibilities undertaken within the Group and the prevailing market rates. Mr. Guo’s remuneration will be subject to review by the Nomination and Remuneration Committee of the Company from time to time.

As of the date of this announcement, save as disclosed above, Mr. Guo does not (i) hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) have any interest or short position (both within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) in the shares, underlying shares or debentures of the Company or any of its associated corporation (as defined under Part XV of the SFO); (iii) hold any other positions in the Company or its subsidiaries; or (iv) have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information in relation to the re-designation of Mr. Guo which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

With effect from 18 April 2019, Mr. Guo has also been appointed as an authorised representative of the Company under Rule 3.05 of the Listing Rules in replacement of Mr. Wang Chunqi.

## **CHANGE OF COMPOSITION OF BOARD COMMITTEES**

In connection with the resignation and re-designation of Directors set out above, with effect from 18 April 2019:

- (a) Mr. Guo will cease to be a member of the Audit and Risk Management Committee and the Nomination and Remuneration Committee of the Company;
- (b) Mr. Liu Aiguo will be appointed as a member of the Audit and Risk Management Committee of the Company; and
- (c) Ms. Zhang Hui will be appointed as a member of the Nomination and Remuneration Committee of the Company.

By Order of the Board  
**Real Gold Mining Limited**  
**Lu Chunxiang**  
*Chairman*

Hong Kong, 12 April 2019

*As at the date of this announcement, the executive directors are Mr. Lu Chunxiang (Chairman), Mr. Li Feng, Mr. Ren Yancheng, Mr. Sean Zhang, Mr. Wang Chunqi, Mr. Shao Jiulin, Mr. Kirk Vincent Wiedemer; and the independent nonexecutive directors are Mr. Liu Aiguo, Ms. Zhang Hui, Mr. Guo Honggang and Ms. Wang Xu.*