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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)

RESIGNATION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “Board”) of Real Gold Mining Limited (the “Company”) announces that Ms. ZHANG Hui (“Ms. Zhang”) has tendered her resignation as an independent non-executive director of the Company, chairman of the Audit and Risk Management Committee and a member of the Nomination and Remuneration Committee of the Company, all with effect from 30 September 2019, because she wishes to devote more time on her development. Ms. Zhang has confirmed that there is no disagreement between herself and the Board and no matter that needs to be brought to the attention of the shareholders of the Company with respect to her resignation.

The Board extends its gratitude to Ms. Zhang for her contributions to the Company during her term of office.

As a result of Ms. Zhang’s resignation, the Company only has two independent non-executive directors as of the date of this announcement and such number falls below the minimum number as required under Rule 3.10(1) and Rule 3.10A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”). The Company also fails to comply with Rule 3.10(2) of the Listing Rules which requires that at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise (“Requisite Qualifications”). In addition, the Company is unable to comply with the requirements with respect to its Audit and Risk Management Committee as set out in Rule 3.21 of the Listing Rules that such committee must have a minimum of three members at least one of whom must have the Requisite Qualifications and must be chaired by an independent non-executive director.

The Company will use its best endeavours to identify suitable candidate(s) to fill out the vacancy(ies) left by Ms. Zhang and re-comply with the relevant Listing Rules requirements in the next three months in accordance with Rule 3.11 and Rule 3.23 of the Listing Rules.

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

Hong Kong, 30 September 2019

As at the date of this announcement, the executive directors are Mr. Lu Chunxiang (Chairman), Mr. Li Feng, Mr. Ren Yancheng, Mr. Guo Honggang and Mr. Kirk Vincent Wiedemer; and the independent non-executive directors are Mr. Liu Aiguo and Ms. Wang Xu.