

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 11 SEPTEMBER 2017

Grand T G Gold Holdings Limited (the “**Company**”) is pleased to announce that at the annual general meeting of the Company held at Suites 903-905, 9th Floor, Shui On Centre, 6-8 Harbour Road, Wan Chai, Hong Kong on Monday, 11 September 2017 at 3:00 p.m. (the “**AGM**”), all the proposed resolutions (the “**Resolutions**”) as set out in the circular (the “**Circular**”) incorporating a notice of the AGM dated 10 August 2017 (the “**Notice**”), save for Resolutions 9(b) and 9(d) in respect of the re-election of Mr. Feng Jun (“**Mr. Feng**”) and Mr. Orr Joseph Wai Shing (“**Mr. Orr**”) as an executive director of the Company and an independent non-executive director of the Company respectively, were duly passed as ordinary resolutions by the shareholders of the Company (the “**Shareholders**”) by way of poll. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Circular.

POLL RESULTS

The poll results in respect of the Resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements and the reports of the board of directors (the “ Directors ”) of the Company (the “ Board ”) and McMillan Woods SG CPA Limited (“ MMW ”) for the year ended 31 March 2011	8,037,759,829 (100%)	0 (0%)
2.	To receive and adopt the audited consolidated financial statements and the reports of the Board and MMW for the year ended 31 March 2012	8,037,759,829 (100%)	0 (0%)
3.	To receive and adopt the audited consolidated financial statements and the reports of the Board and MMW for the year ended 31 March 2013	8,037,759,829 (100%)	0 (0%)
4.	To receive and adopt the audited consolidated financial statements and the reports of the Board and MMW for the year ended 31 March 2014	8,037,759,829 (100%)	0 (0%)

* For identification purpose only

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
5.	To receive and adopt the audited consolidated financial statements and the reports of the Board and MMW for the year ended 31 March 2015	8,037,759,829 (100%)	0 (0%)
6.	To receive and adopt the audited consolidated financial statements and the reports of the Board and MMW for the year ended 31 March 2016	8,037,759,829 (100%)	0 (0%)
7.	To receive and adopt the audited consolidated financial statements and the reports of the Board and MMW for the year ended 31 March 2017	8,037,759,829 (100%)	0 (0%)
8.	To ratify the appointment of MMW as auditor of the Company for the years 2011, 2012, 2013, 2014, 2015, 2016 and 2017 and to ratify its remuneration fixed and paid by the Board	8,037,759,829 (100%)	0 (0%)
9.	(a) To re-elect Dr. Li Dahong as an executive director of the Company	8,109,759,829 (100%)	0 (0%)
	(b) To re-elect Mr. Feng Jun as an executive director of the Company	226,574 (0.0028%)	8,109,533,255 (99.9972%)
	(c) To re-elect Mr. Jiang Zhiyong as an executive director of the Company	8,109,759,829 (100%)	0 (0%)
	(d) To re-elect Mr. Orr Joseph Wai Shing as an independent non-executive director of the Company	226,574 (0.0028%)	8,109,533,255 (99.9972%)
	(e) To re-elect Mr. Jiang Quanming as an independent non-executive director of the Company	8,109,759,829 (100%)	0 (0%)
	(f) To re-elect Mr. Guo Wei as an independent non-executive director of the Company	8,109,759,829 (100%)	0 (0%)
10.	To authorise the Board to fix the remuneration of the directors of the Company	8,109,735,829 (99.9997%)	24,000 (0.0003%)
11.	To re-appoint MMW as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration	8,109,759,829 (100%)	0 (0%)
12.	To increase the authorised share capital of the Company	8,109,759,829 (100%)	0 (0%)
13.	To grant a general mandate to the directors of the Company to allot, issue and deal with new shares of the Company not exceeding 20% of its issued shares as at the date of passing this resolution	8,109,735,829 (99.9997%)	24,000 (0.0003%)
14.	To grant a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of its issued shares as at the date of passing this resolution	8,109,759,829 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
15.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares not exceeding the aggregate number of the shares repurchased by the Company pursuant to the general mandate granted under resolution no. 14	8,109,759,829 (100%)	0 (0%)

The description of the Resolutions above is by way of summary only. The full text appears in the Notice.

As at the date of the AGM:

- (a) The total number of the issued Shares entitling the holders to attend and vote on the Resolutions at the AGM: 22,451,732,406.
- (b) The total number of the issued Shares entitling the holders to attend and abstain from voting in favour at the AGM as set out in rule 17.47A of the GEM Listing Rules: Nil.
- (c) None of the Shareholders has stated their intention in the Circular to vote against any of the Resolutions at the AGM.
- (d) None of the Shareholders is required under the GEM Listing Rules to abstain from voting on any of the Resolutions at the AGM.

Resolutions numbered 1, 2, 3, 4, 5, 6, 7, 8, 9(a), 9(c), 9(e), 9(f), 10, 11, 12, 13, 14 and 15 were duly passed by the Shareholders at the AGM and Resolutions numbered 9(b) and 9(d) were not passed by the Shareholders at the AGM.

The Company's Hong Kong branch share registrar, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

RETIREMENT OF DIRECTORS, CESSATION OF CHAIRMAN AND MEMBERS OF THE BOARD COMMITTEES AND CESSATION OF THE CHIEF EXECUTIVE OFFICER OF THE COMPANY

As the Resolutions for the re-election for Mr. Feng and Mr. Orr were not passed by the Shareholders at the AGM, they have duly retired from their appointments as executive Director and independent non-executive Director respectively, effective from the conclusion of the AGM. Accordingly, Mr. Feng ceased to be the member of the nomination committee of the Board and Mr. Orr ceased to be the chairman of the nomination committee of the Board and member of the remuneration committee of the Board and audit committee of the Board respectively. In addition, Mr. Feng will cease to be the chief executive officer of the Company with effective from 12 September 2017.

The Board is not aware of any matters relating to Mr. Feng's and Mr. Orr's retirement that need to be brought to the attention of the Shareholders and the Stock Exchange.

The Board wishes to express its gratitude to Mr. Feng and Mr. Orr for their services and contribution to the Company during their tenure of office.

NON-COMPLIANCE WITH RULES 5.05 AND 5.28 OF THE GEM LISTING RULES

Following the retirement of Mr. Feng and Mr. Orr, the office of chief executive officer of the Company was vacated and the Company has only two independent non-executive Directors and two members of the audit committee of the Company, which fall below the minimum number required under Rule 5.05 and Rule 5.28 of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “**GEM Listing Rules**”). The Company is endeavouring to identify suitable candidates to fill the vacancies as soon as possible so as to meet the relevant requirements under the GEM Listing Rules.

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

Hong Kong, 11 September 2017

As at the date of this announcement, the Board comprises of Dr. Li Dahong (executive Director), Mr. Jiang Zhiyong (executive Director), Ms. Ma Xiaona (non-executive Director), Mr. Jiang Quanming (independent non-executive Director) and Mr. Guo Wei (independent non-executive Director).

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 website of the Company at <http://www.aplushk.com/clients/8299GrandTG/>.