

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.



REAL GOLD MINING LIMITED

瑞 金 礦 業 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 246)

ANNOUNCEMENT PURSUANT TO RULE 13.09 OF THE LISTING RULES

This announcement is made pursuant to Rule 13.09 of the Listing Rules.

The board of directors of Real Gold Mining Limited (the “Company”) wishes to inform its shareholders of two sets of transactions entered into by the Company during the first half of 2011, details of which are as follows:

(i) Acquisition of mining and exploration rights

During the first quarter of 2011, two acquisition agreements were entered into between the Company and Top Lucky Management Limited (“Top Lucky”), pursuant to which the Company agreed to purchase certain mining and exploration rights from Top Lucky in relation to two phosphorus mines situated in Khovsgol Province, Mongolia (the “Acquisition”), for a consideration of HK\$520,000,000. Up to 30 June 2011, approximately HK\$449,200,000 had been paid by the Company in this respect. Completion of the Acquisition is expected to take place within 7 business days following the receipt by Top Lucky of the remaining consideration, which is expected to occur by 31 December 2011. Under the terms of the two agreements relating to the Acquisition, the Company has the right to instruct an independent third party valuer which is acceptable to Top Lucky to value the Acquisition. If the value of the Acquisition is determined to be less than HK\$520,000,000, then the Company has the right to terminate the Acquisition and it will be reimbursed the consideration already paid.

To the best knowledge and belief of the directors of the Company, Top Lucky is wholly owned by Mr. Wu Ruilin (“Mr. Wu”), the controlling shareholder of the Company.

(ii) Provision of financial assistance to a connected person

Between February 2011 and April 2011, three loan agreements were entered into between the Company and Mr. Wu, pursuant to which a total of approximately HK\$955,000,000 was lent by the Company to Mr. Wu (the “Financial Assistance”). A loan balance of approximately HK\$316,000,000 was still outstanding from Mr. Wu as at 30 June 2011.

As Mr. Wu is the controlling shareholder of the Company, the Acquisition and the Financial Assistance (together the “Transactions”) constitute non-exempted connected transactions of the Company under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”). Accordingly, the Transactions should have been subject to the reporting, announcement and independent shareholders’ approval requirements under the Listing Rules.

The Acquisition and the Financial Assistance are also discloseable transactions.

The Company will publish an announcement containing detailed information of the Acquisition and the Financial Assistance as soon as practicable to comply with the applicable requirements of the Listing Rules.

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

Hong Kong, 22 August 2011

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. Wan Kam To, Mr. Zhao Enguang and Mr. Yang Yicheng.*

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 in this announcement or the announcement misleading.

** As Mr. Wan Kam To has tendered his resignation to the Company as at the date of this announcement, he is not responsible for the contents of this announcement.*