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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 DIRECTOR AND CHANGE OF MEMBERS OF THE AUDIT COMMITTEE AND THE NOMINATION COMMITTEE

Mr. Wan Kam To has resigned as an independent non-executive director, member of the Audit Committee and member of the Nomination and Remuneration Committee with effect from 19 August 2011.

Reference is made to the announcement of Real Gold Mining Limited (“Company”) dated 21 August 2011 regarding the resignation of Mr. Wan Kam To as an independent non-executive director of the Company.

RESIGNATION OF DIRECTOR

The board (“**Board**”) of directors of the Company announces that Mr. Wan Kam To has resigned as an independent non-executive director of the Company with effect from 19 August 2011.

Mr. Wan was appointed as the chairman of the Audit and Risk Management Committee (“**Audit Committee**”), the chairman of the Nomination and Remuneration Committee (“**Nomination Committee**”) and the chairman of a special investigation committee (“**Special Committee**”) responsible for conducting internal investigations into allegations against the Company for the purposes of responding to market speculation and regulatory enquiries.

Significant differences in opinion arose between Mr. Wan and the Board in respect of the following two key issues:

(i) Internal investigations

During the course of conducting internal investigations, it became apparent that there was a difference in opinion between Mr. Wan and the Board as to the approach, strategy and timing for carrying out the internal investigations.

Mr. Wan and the Board were unable to agree on whether the internal investigations or the release of the interim results of the Company for the six months ended 30 June 2011 (“**Interim Results**”) should be the immediate focus of the Company. The Board is of the view that in order to alleviate public concerns and dispel market speculation as to the financial well-being of the Company, the Company should focus its efforts at this time on publishing its Interim Results on or before 31 August 2011. Unfortunately, an agreement could not be reached between Mr. Wan and the Board on the approach to the internal investigations or whether the release of the Interim Results should be the priority of the Company. In those circumstances, Mr. Wan tendered his resignation on 19 August 2011, immediately prior to the Board’s decision to release the Interim Results on or before 31 August 2011.

(ii) Terms of Engagement

The other key issue giving rise to a difference in opinion between Mr. Wan and the Board related to Mr. Wan’s terms of engagement with the Company. On or around 18 August 2011, Mr. Wan proposed certain changes to the Board regarding the terms of his engagement, in particular regarding his remuneration. However, Mr. Wan and the Board could not reach an agreement on those proposed changes.

CHANGE OF MEMBERS OF THE AUDIT COMMITTEE AND THE NOMINATION COMMITTEE

Following the resignation of Mr. Wan, the number of independent non-executive directors and the number of members of the Audit Committee fell below the minimum number required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”). The Listing Rules also require that at least one of the Audit Committee members shall possess appropriate professional qualifications or accounting or related financial management expertise (“**Requisite Qualifications**”). In addition, following the resignation of Mr. Wan, the number of members of the Nomination Committee also fell below the minimum number stipulated under the Terms of Reference of the Nomination Committee.

In order to comply with the requirements under the Listing Rules, the Company is required to appoint one additional independent non-executive director with the Requisite Qualifications. The Board recognizes the importance of independent non-executive directors and will use its best endeavours to identify a suitable person to be appointed as an independent non-executive director, member of the Audit Committee and member of the Nomination Committee as soon as practicable, and in any event no later than three months following the date of Mr. Wan's resignation. The Company will make further announcements in relation to such appointment in accordance with Rules 3.11 and 3.23 of the Listing Rules.

Save for the above, the Board considers that there are no other matters that need to be brought to the attention of the shareholders of the Company at this time.

The Board would like to reiterate that it values the ideas and suggestions of all its members and management and at all times strives to resolve differences of opinion in ways that are in the best interests of the Company and its shareholders. While Mr. Wan's resignation was unfortunate, the Board would like to take this opportunity to extend its gratitude to him for his efforts and contributions during his tenure of office with the Company.

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

Hong Kong, 25 August 2011

As at the date hereof, the executive directors of the Company are Mr. Lu Tianjun (Chairman), Mr. Ma Wenxue, Mr. Cui Jie and Mr. Li Qing; and the independent non-executive directors of the Company are Mr. Zhao Enguang and Mr. Yang Yicheng.