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潼關黃金集團有限公司
Tongguan Gold Group Limited

(incorporated in Bermuda with limited liability)

(Stock code: 00340)

**POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 29 MAY 2020,
RETIREMENT OF DIRECTOR AND RESIGNATION OF MEMBER
OF AUDIT COMMITTEE, REMUNERATION COMMITTEE
AND NOMINATION COMMITTEE**

POLL RESULTS OF THE AGM

The Board is pleased to announce that all the proposed resolutions have been duly passed by the Shareholders by way of poll at the AGM held on 29 May 2020.

**RETIREMENT OF DIRECTOR AND RESIGNATION OF MEMBER OF AUDIT
COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE**

Further to the AGM held on 29 May 2020, the Board announces that Mr. Ngai Sai Chuen has retired as an independent non-executive Director by rotation at the AGM pursuant to the Bye-Laws and has not offered himself for re-election at the AGM due to his other business commitments. Mr. Ngai has also resigned as the member of each of the audit committee, remuneration committee and nomination committee of the Company, all with effect from 29 May 2020. Mr. Ngai has confirmed that he has no disagreement with the Board and there is no other matter relating to his retirement that needs to be brought to the attention of the Shareholders.

POLL RESULTS OF THE AGM

References are made to the circular of the Company dated 15 April 2020 (the “**Circular**”) and the notice of the annual general meeting (the “**AGM**”) dated 15 April 2020 (the “**Notice**”). Unless the context requires otherwise, terms used herein shall bear the same meanings as those defined in the Circular.

At the AGM held on 29 May 2020, all proposed resolutions as set out in the Notice were taken by poll pursuant to Rule 13.39(4) of the Listing Rules. The Company’s Hong Kong branch share registrar and transfer office, Union Registrars Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

The Board is pleased to announce that all the proposed resolutions have been duly passed by the Shareholders by way of poll at the AGM. The poll results of the resolutions are as follows:

Ordinary resolutions		Number of votes (Approximate percentage of the total votes casted at the AGM)	
		For	Against
1.	To receive and adopt the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2019.	1,308,409,849 (100.0000%)	0 (0.0000%)
2.	(a) To re-elect Mr. Shi Sheng Li as a director of the Company.	1,308,409,849 (100.0000%)	0 (0.0000%)
	(b) To re-elect Mr. Leung Ka Wo as a director of the Company.	1,308,409,849 (100.0000%)	0 (0.0000%)
	(c) To authorize the board of directors of the Company to fix the directors' remuneration.	1,308,409,849 (100.0000%)	0 (0.0000%)
3.	To re-appoint BDO Limited as auditors of the Company and authorize the board of directors of the Company to fix their remuneration.	1,308,409,849 (100.0000%)	0 (0.0000%)
4.	To grant a general mandate to the directors to issue, allot and deal with additional shares not exceeding 20% of the total number of issued ordinary shares of the Company as at the date of passing of this resolution.	1,308,409,849 (100.0000%)	0 (0.0000%)
5.	To grant a general mandate to the directors to repurchase shares not exceeding 10% of the total number of issued ordinary shares of the Company as at the date of passing of this resolution.	1,308,409,849 (100.0000%)	0 (0.0000%)
6.	To extend the general mandate to the directors to issue ordinary shares by adding thereto the number of ordinary shares of the Company repurchased.	1,308,409,849 (100.0000%)	0 (0.0000%)

Note: The full text of the resolutions was set out in the notice of the AGM dated 15 April 2020.

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 6, all such resolutions were duly passed as ordinary resolutions of the Company.

As at the date of the AGM, the Company had 3,392,272,221 Shares in issue. The total number of Shares held by the Shareholders who were entitled to attend the AGM and vote for or against each of the resolutions was 3,392,272,221 Shares. There was no Shareholder entitling to attend the AGM and vote only against any of the resolutions proposed at the AGM and no Shareholder was entitled to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules. There was no Shareholder that was required to abstain from voting at the AGM under the Listing Rules.

RETIREMENT OF DIRECTOR AND RESIGNATION OF MEMBER OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

Further to the AGM held on 29 May 2020, the Board announces that Mr. Ngai Sai Chuen (“**Mr. Ngai**”) has retired as an independent non-executive Director by rotation at the AGM pursuant to the Bye-Laws and has not offered himself for re-election at the AGM due to his other business commitments. Mr. Ngai has also resigned as the member of each of the audit committee, remuneration committee and nomination committee of the Company, all with effect from 29 May 2020.

Mr. Ngai has confirmed that he has no disagreement with the Board and there is no other matter relating to his retirement that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Ngai for his valuable contribution to the Company during his tenure of services with the Company.

By Order of the Board
Tongguan Gold Group Limited
Yeung Kwok Kuen

Executive Director and Chief Financial Officer

Hong Kong, 29 May 2020

As at the date of this announcement, the board of directors of the Company comprises Mr. Yeung Kwok Kuen, Mr. Shi Xing Zhi and Mr. Shi Sheng Li as executive directors, Mr. Chu Kang Nam, Mr. Liang Xu Shu and Mr. Leung Ka Wo as independent non-executive directors.