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TAUNG GOLD | **TAUNG GOLD INTERNATIONAL LIMITED**
壇金礦業有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 621)

**POLL RESULTS AT SPECIAL GENERAL MEETING
HELD ON 21 NOVEMBER 2014**

The board of directors of the Company (the “**Board**”) is pleased to announce that the Resolutions in respect of the Transactions were duly passed by Shareholders or Independent Shareholders (as the case maybe) by way of poll at the SGM held at 11:00 a.m. on 21 November 2014.

Reference is made to the announcement of Taung Gold International Limited (the “**Company**”) dated 5 September 2014 and the circular (the “**Circular**”) of the Company to its shareholders dated 4 November 2014 in relation to, among other things, the Transactions. Unless otherwise defined, capitalized terms used in this announcement shall have the same meaning as those defined in the Circular.

At the Special General Meeting of the Company (the “**SGM**”) held on 21 November 2014, a poll was demanded by the Chairman for voting on all proposed ordinary resolutions (the “**Resolutions**”) as set out in the Notice of SGM dated 4 November 2014. The Company’s share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

* *For identification purpose only*

The Chairman is pleased to announce that as more than 50% of the votes were cast in favour of each of the Resolutions, each of the following Resolutions was duly passed at the SGM and the voting details were as follows:–

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	<p>(a) approve the New TG Optionholder Agreements relating to the grant of right to TG Optionholders (Other than the Connected TG Optionholders) to sell a maximum number of 23,645,210 TG Shares to the Company through GoldCom for a maximum of 1,262,020,649 New Put Option Consideration Shares or cash, the possible exercise of TG First Refusal Right and the possible exercise of the TG Call Options by the Company and all transactions contemplated thereunder.</p> <p>(b) to approve the allotment and issue of the New Put Option Consideration Shares, the TG First Refusal Right Consideration Shares and the Possible Exercise Consideration Shares pursuant to the New TG Optionholder Agreements under 1(a) above.</p> <p>(c) to authorise, approve, ratify and confirm all transactions contemplated under the New TG Optionholder Agreements (Other than those entered into with Connected TG Optionholders).</p>	<p>3,486,130,705 (100%)</p>	<p>0 (0%)</p>

Ordinary Resolutions		Number of Votes (%)	
		For	Against
2.	<p>(a) approve the New TG Optionholder Agreements relating to the grant of right to the Connected TG Optionholders to sell a maximum number of 23,645,210 TG Shares to the Company through GoldCom for a maximum of 1,262,020,649 New Put Option Consideration Shares or cash, the possible exercise of TG First Refusal Right and the possible exercise of the TG Call Options by the Company, and the transactions contemplated thereunder.</p> <p>(b) to approve the allotment and issue of the New Put Option Consideration Shares, the TG First Refusal Right Consideration Shares and the Possible Exercise Consideration Shares pursuant to the New TG Optionholder Agreements under 2(a) above.</p> <p>(c) to authorise, approve, ratify and confirm all transactions contemplated under the New TG Optionholder Agreements (those entered into with Connected TG Optionholders).</p>	3,486,130,705 (100%)	0 (0%)
3.	<p>(a) approve the New SA Put Option Agreements relating to the grant of the New SA Put Options to the South African Shareholders (Other than the Connected South African Shareholders), the possible exercise of the SA First Refusal Right and the possible exercise of the SA Call Options by the Company and all transactions contemplated thereunder.</p> <p>(b) to approve the allotment and issue of the Additional SA First Refusal Right Consideration Shares pursuant to the New SA Put Option Agreements under 3(a) above.</p> <p>(c) to authorise, approve, ratify and confirm all transactions contemplated under the New SA Put Option Agreements (Other than those entered into with Connected South African Shareholders).</p>	3,486,130,705 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
4.	<p>(a) to approve the New SA Put Option Agreements relating to the grant of the New SA Put Option to the Connected South African Shareholders, the possible exercise of the SA First Refusal Right and the possible exercise of the SA Calls Options by the Company, and the transactions contemplated thereunder.</p> <p>(b) to approve the allotment and issue of the Additional SA First Refusal Right Consideration Shares pursuant to the New SA Put Option Agreements under 4(a) above.</p> <p>(c) to authorise, approve, ratify and confirm all transactions contemplated under the New SA Put Option Agreements (those entered into with Connected South African Shareholders).</p>	3,486,130,705 (100%)	0 (0%)

Notes:–

- As at 21 November 2014, i.e. the record date of SGM, the total number of issued shares in the Company was 12,442,915,688 shares.
- Dr. David Twist, who is interested in 341,902,722 Shares, representing approximately 2.75% of the issued share capital of the Company as at the date of the SGM, abstained from voting on all the Resolutions at the SGM. Accordingly, the total number of issued Shares held by the Independent Shareholders entitled to attend and vote at the SGM for or against the Resolutions was 12,101,012,966 Shares, representing approximately 97.25% of the issued share capital of the Company.
- Save as disclosed above, there was no restriction on any Shareholders casting votes on the Resolutions at the SGM and there was no share of the Company entitling the holders to attend and abstain from voting in favour of the Resolutions at the SGM as set out in Rule 13.40 of the Rules Governing the Listing Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- No parties indicated to the Company to state their intention in the Circular containing the Notice of the SGM dated 4 November 2014 to vote against or abstain from voting on any of the Resolutions at the SGM.

As at the date of this announcement, the Board comprises eight Directors. The Executive Directors are Mr. Li Hok Yin, Mr. Christiaan Rudolph de Wet de Bruin, Mr. Neil Andrew Herrick, Ms. Cheung Pak Sum and Mr. Igor Levental. The Independent Non-executive Directors are Mr. Chui Man Lung, Everett, Mr. Li Kam Chung and Mr. Walter Thomas Segsworth.

For and on behalf of
Taung Gold International Limited
Cheung Pak Sum
Executive Director

Hong Kong, 21 November 2014