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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)

**COMPLETION OF DISCLOSEABLE TRANSACTION IN
RELATION TO ACQUISITION OF THE TARGET COMPANY
INVOLVING THE ISSUE OF CONVERTIBLE BOND UNDER
GENERAL MANDATE**

Reference is made to the announcements of Tongguan Gold Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 27 September 2024, 17 October 2024 and 20 December 2024 (collectively, the “**Announcements**”). Capitalised terms used herein, unless otherwise defined, shall have the same meanings as those defined in the Announcements.

The Board is pleased to announce that all conditions precedent under the Agreement have been fulfilled and the Completion took place on 24 January 2025, the Convertible Bond has been issued in accordance with the terms and conditions of the Agreement.

Following the Completion, the Target Company has become a wholly-owned subsidiary of the Company and the financial information of the Target Group Companies will be consolidated into the Company’s financial statements.

By Order of the Board
Tongguan Gold Group Limited
Yeung Kwok Kuen
Executive Director and Chief Financial Officer

Hong Kong, 24 January 2025

As at the date of this announcement, the board of directors of the Company comprises Mr. Jiang Zhiyong, Mr. Shi Xingzhi, Mr. Shi Shengli, Mr. Yeung Kwok Kuen and Ms. Feng Fangqing as executive Directors, Mr. Chu Kang Nam, Mr. Liang Xushu and Mr. Leung Ka Wo as independent non-executive Directors.