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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)

**SUPPLEMENTAL AGREEMENT ON
DISCLOSEABLE TRANSACTION IN RELATION TO
THE ACQUISITION OF 100% SHARES IN TARGET COMPANY
INVOLVING ISSUE OF CONSIDERATION SHARES
UNDER SPECIFIC MANDATE**

Reference is made to the Company's announcement dated 7 March 2025 (the "**Announcement**") relating to the Acquisition involving issue of Consideration Shares under Specific Mandate. Terms used herein shall have the same meanings as defined in the Announcement unless otherwise stated.

SUPPLEMENTAL AGREEMENT

On 7 October 2025, the Purchaser and the Vendor, entered into the supplemental agreement to the Sale and Purchase Agreement in relation to the Acquisition on the lock-up period arrangement (the "**Supplemental Agreement**") as follows:

According to the Supplemental Agreement, the Vendor undertakes that it shall not offer, sell, contract to sell, transfer, pledge, create any encumbrance over or otherwise dispose of, directly or indirectly, the Consideration Shares, enter into transaction(s) which would have the same effect, or enter into any swap, hedge or other arrangement that transfers, in whole or in part, any of the economic consequences of ownership of the Consideration Shares from the date the Consideration Shares are being issued to the Vendor, up to and including the date 18 months from the Completion Date without the prior written consent of the Purchaser.

Save as amended by the Supplemental Agreement, all other terms of the Sale and Purchase Agreement shall remain unchanged and in full force and effect.

By order of the Board
Tongguan Gold Group Limited
Jiang Zhiyong
Chairman and Executive Director

Hong Kong, 7 October 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.