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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)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the special general meeting (the “**SGM**”) of the shareholders (the “**Shareholder(s)**”) of Tongguan Gold Group Limited (the “**Company**”) will be held at Room 2707A, 27/F., Office Tower of Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Friday, 31 October 2025, at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company. The capitalised terms defined in the circular of the Company dated 10 October 2025 (the “**Circular**”) in relation to, among others, the Acquisition, of which this notice forms part shall have the same meanings when used herein unless otherwise specified:

**ORDINARY RESOLUTION**

1. “**THAT:**

- (a) the sale and purchase agreement dated 7 March 2025 (the “**Agreement**”) (a copy of the Agreement marked “**A**” having been produced to the SGM and initialed by the chairman of the SGM for the purpose of identification) entered into between the Grand Gallent Investments Limited as purchaser (the “**Purchaser**”) and Jumbo China Holding Limited as vendor (the “**Vendor**”), pursuant to which the Purchaser conditionally agreed to purchase and the Vendor has conditionally agreed to sell, one share of Wise Trend Investment Limited (the “**Target Company**”), representing 100% of the total issued share capital in the Target Company, at the consideration of HK\$400,000,000 (the “**Consideration**”), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to the fulfilment or waiver of the conditions set out in the Agreement, the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**Specific Mandate**”) to exercise all the powers of the Company to allot and issue a 800,000,000 new shares of the Company (the “**Consideration Share(s)**”) to the Vendor at the issue price of HK\$0.5 per Consideration Share to settle the Consideration, subject to and in accordance with the terms and conditions of the Agreement; and

- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things, and to sign, execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or give effect to or in connection with the Agreement and the transactions contemplated thereunder, including without limitation, the allotment and issue of the Consideration Shares under the Specific Mandate and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

By Order of the Board of  
**Tongguan Gold Group Limited**  
**Leung Lai Ming**  
*Company Secretary*

Hong Kong, 10 October 2025

*Notes:*

1. Unless otherwise defined in this notice or the context otherwise requires, terms defined in Circular shall have the same meanings when used in this notice.
2. Voting at the SGM will be taken by poll as required under the Listing Rules.
3. Any member entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the meeting of the Company. A proxy need not be a member of the Company.
4. The register of members of the Company will be closed from Monday, 27 October 2025 to Friday, 31 October 2025 (both days inclusive) for determining the entitlements of the Shareholders to attend and vote at the SGM. In order to be eligible for attending and voting at the SGM, all transfers of Shares (together with the relevant share certificates and instruments of transfer) must be lodged with the branch share registrar of the Company, Union Registrars Limited, located at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong by not later than 4:00 p.m. on Friday, 24 October 2025. The record date for determining the entitlements of the Shareholders to attend and vote at the SGM is Friday, 31 October 2025.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

6. A form of proxy for the SGM is enclosed. In order to be valid, the form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the branch share registrar of the Company, Union Registrars Limited, located at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not later than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
7. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the SGM, and in such event the instrument appointing a proxy shall be deemed to be revoked.
8. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
9. The English text of this notice of SGM shall prevail over the Chinese text in case of inconsistency.
10. If a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above or "extreme conditions" caused by super typhoons is in force at or after 8:00 a.m. on the date of the SGM and/or the Hong Kong Observatory has announced at or before 8:00 a.m. on date of the SGM that either of the abovementioned warnings is to be issued within the next two hours, the SGM will be postponed. The Company will publish an announcement on the websites of the Company and the Stock Exchange to notify members of the date, time and place of the rescheduled SGM.
11. If member has any particular access requirements or needs special arrangements for participating at the meeting, please contact the Hong Kong branch share registrar and transfer office of the Company.
12. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. Shareholders should make their own decision as to whether they would attend the SGM under bad weather conditions bearing in mind their own situations and if they choose to do so, they are advised to exercise care and caution.

*As at the date hereof, 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, and Mr. Chu Kang Nam, Mr. Liang Xushu and Mr. Leung Ka Wo as independent non-executive directors.*