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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 THE ACQUISITION OF 100% SHARE CAPITAL IN
TARGET COMPANY INVOLVING ISSUE OF CONSIDERATION
SHARES UNDER SPECIFIC MANDATE**

References are made to the announcements of Tongguan Gold Group Limited (the “**Company**”) dated 7 March 2025, 7 October 2025, 10 October 2025 and 31 October 2025 and the circular of the Company dated 10 October 2025 (the “**Circular**”). Capitalised terms used herein, unless otherwise defined, shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all conditions precedent under the Sale and Purchase Agreement have been fulfilled and the Completion took place on 7 November 2025. The Consideration Shares have been issued in accordance with the terms and conditions of the Sale and Purchase Agreement.

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

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

Hong Kong, 7 November 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.