
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Tongguan Gold Group Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**(1) PROPOSED RE-ELECTION OF DIRECTORS,
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

<p>NO refreshments, NO food and beverage service, and NO handing out of corporate gifts, gift coupons or cake vouchers.</p>
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A notice convening the 2025 annual general meeting of Tongguan Gold Group Limited to be held at Room 2707A, 27/F., Office Tower of Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Friday, 30 May 2025 at 2:30 p.m. or any adjournment thereof is set out on pages 15 to 19 of this circular. Whether or not you intend to be present at the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable to the branch share registrar of Tongguan Gold Group Limited in Hong Kong, Union Registrars Limited, located at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong and in any event not later than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2025 annual general meeting or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

15 April 2025

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context requires otherwise:

“AGM”	2025 annual general meeting of the Company to be held at Room 2707A, 27/F., Office Tower of Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Friday, 30 May 2025 at 2:30 p.m. or any adjournment thereof
“associates”	shall have the meaning as defined in the Listing Rules
“Auditors”	auditors of the Company
“Board”	board of Directors
“business days”	any day (other than a Saturday, Sunday and public holiday) on which banks in Hong Kong are open for business throughout their normal business hours
“Bye-laws”	bye-laws of the Company, as amended from time to time
“close associates”	shall have the meaning as defined in the Listing Rules
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Tongguan Gold Group Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“controlling shareholder(s)”	shall have the meaning as defined in the Listing Rules
“core connected person(s)”	shall have the meaning as defined in the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue, and deal with Shares (including any sale and transfer of treasury shares) up to a maximum of 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution
“Latest Practicable Date”	9 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan)
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise all the powers of the Company to repurchase on the Stock Exchange, or any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of the passing of the relevant resolution
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of the Shares
“Share(s)”	ordinary share(s) of HK\$0.1 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	a subsidiary within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“substantial shareholder”	shall have the meaning as defined in the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission
“treasury shares”	shall have the meaning as defined in the Listing Rules which takes effect from 11 June 2024
“%”	per cent

LETTER FROM THE BOARD



潼關黃金集團有限公司 Tongguan Gold Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 00340)

Executive Directors:

Mr. JIANG Zhiyong (*Chairman*)

Mr. SHI Xingzhi

Mr. SHI Shengli

Mr. YEUNG Kwok Kuen (*Chief Financial Officer*)

Ms. FENG Fangqing

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place
of business in Hong Kong:*

Room 2707A, 27/F

Office Tower of Convention Plaza

1 Harbour Road

Wanchai

Hong Kong

Independent Non-executive Directors:

Mr. CHU Kang Nam

Mr. LIANG Xushu

Mr. LEUNG Ka Wo

15 April 2025

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED RE-ELECTION OF DIRECTORS,
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM which include ordinary resolutions relating to, among other things, (i) the re-election of Directors; and (ii) the granting to the Directors of the Issue Mandate and the Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

The Board currently consists of eight Directors, namely Mr. Jiang Zhiyong, Mr. Shi Xingzhi, Mr. Shi Shengli, Mr. Yeung Kwok Kuen and Ms. Feng Fangqing being the executive Directors, and Mr. Chu Kang Nam, Mr. Liang Xushu and Mr. Leung Ka Wo being the independent non-executive Directors.

Pursuant to Bye-law 83(2) of the Bye-laws, any Director appointed by the board either to fill casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting. Thus, Mr. Jiang Zhiyong and Ms. Feng Fangqing who were appointed as Directors pursuant to Bye-law 83(2) of the Bye-laws shall retire at the AGM. Mr. Jiang Zhiyong and Ms. Feng Fangqing, being eligible, have offered themselves for re-election as Directors at the AGM.

Pursuant to Code Provision B.2.2 of the Corporate Governance Code (the “CG Code”) as set out in Part 2 of Appendix C1 of the Listing Rules, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Pursuant to Bye-law 84(1) of the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. Pursuant to Bye-law 84(2) of the Bye-laws, any Director appointed pursuant to Bye-law 83(2) of the Bye-laws shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Accordingly, Mr. Shi Xingzhi and Mr. Yeung Kwok Kuen will retire by rotation at the AGM. Mr. Shi Xingzhi and Mr. Yeung Kwok Kuen, being eligible, have offered themselves for re-election as Directors at the AGM.

Brief biographical details of the Directors proposed for re-election are set out in Appendix I to this circular.

GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, ordinary resolutions will be proposed to grant the general mandates to the Directors (i) to allot, issue and otherwise deal with Shares (including any sale and transfer of treasury shares) not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of such resolution; (ii) to repurchase Shares which does not exceed 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of such resolution; and (iii) to add the aggregate amount of the Shares repurchased by the Company to the general mandate to the Directors to allot new Shares of up to 20% of the issued ordinary share capital of the Company as at the date of the passing of such resolution.

The mandates to issue and repurchase Shares granted at the annual general meeting of the Company held on 31 May 2024 will lapse at the conclusion of the AGM. In this regard, resolutions nos. 5, 6 and 7 set out in the notice of AGM will be proposed at the AGM to renew these mandates. With reference to these resolutions, the Directors wish to state that they have no present intention to repurchase any Shares or to issue any new Shares pursuant to the relevant mandates.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the issued ordinary share capital of the Company was HK\$407,027,222.1 divided into 4,070,272,221 Shares. Subject to the passing of the resolution granting the Issue Mandate and on the basis that no further Shares are issued or repurchased before the AGM date, the Company will be allowed to issue a maximum of 814,054,444 Shares and to repurchase a maximum of 407,027,222 Shares during the period ending on the earliest of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by the Bye-laws or any applicable laws or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

The explanatory statement required by the Listing Rules to be sent to Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against resolution no. 6 as set out in the notice of the AGM.

ANNUAL GENERAL MEETING

The AGM will be held at Room 2707A, 27/F., Office Tower of Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Friday, 30 May 2025 at 2:30 p.m. for the purpose of considering and if thought fit, approving the resolutions in relation to, among others, (i) the re-election of Directors; and (ii) the granting to the Directors of the Issue Mandate and the Repurchase Mandate as set out in the notice of the AGM on pages 15 to 19 of this circular.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39 of the Listing Rules and Bye-law 66, any votes of the Shareholders at the general meetings must be taken by poll. The Company will appoint scrutineers to handle vote-taking procedures at the AGM.

As at the Latest Practicable Date, no Shareholder had a material interest in the resolutions to be proposed at the AGM. As such, no Shareholder is required to abstain from voting on the resolutions in relation thereto at the AGM.

The results of the poll will be published by way of an announcement on the websites of the Company and the Stock Exchange in accordance with the requirements of the Listing Rules.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board considers that the proposed resolutions in relation to the re-election of Directors, grant of the Issue Mandate and the Repurchase Mandate to be put forward at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information as set out in Appendices to this circular. The English text of this circular shall prevail over the Chinese text in case of any inconsistency.

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

APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

The biographical details of the Directors proposed for re-election at the AGM are set out as follows:

1. MR. JIANG ZHIYONG – CHAIRMAN AND EXECUTIVE DIRECTOR

Mr. Jiang Zhiyong (“Mr. Jiang”), aged 69, was appointed as a chairman and an executive director of the Company on 8 October 2024.

Mr. Jiang graduated from the Tongguan County Party School of the Communist Party of China (中共潼關縣委黨校). Mr. Jiang has over 30 years of extensive experience in gold mining management, operation and investment in China. Mr. Jiang is the founder of Subei County Holezadegai Northeast Mining Co., Ltd. (肅北縣霍勒扎德蓋北東礦業有限責任公司), a company which became a subsidiary of the Company since 21 July 2023, and he has been responsible for the operation and development of that company for more than ten years.

Pursuant to a letter of appointment dated 7 October 2024 entered into between the Company and Mr. Jiang, (i) the appointment of Mr. Jiang as a chairman and an executive director of the Company is for a term of three years and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws; (ii) Mr. Jiang shall be entitled to an annual remuneration of HK\$1,800,000; and (iii) Mr. Jiang shall also be entitled to a discretionary bonus, share options under the share option scheme of the Company and other incentives as determined by the remuneration committee of the Company from time to time with reference to the remuneration policy of the Company. Mr. Jiang’s remuneration was fixed with reference to the Company’s remuneration policy, with regard to his duties and responsibilities and the prevailing market condition.

Mr. Jiang is the father of Ms. Jiang Wei. As at the date of this announcement, Ms. Jiang Wei holds 63.34% of the equity interests of Qinlong Jinxin Mining Investment Limited, a substantial shareholder of the Company (as defined in Part XV of the SFO) which holds 29.15% of the shares of the Company and is the single largest shareholder of the Company.

Save as disclosed above, Mr. Jiang has no relationship with any directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries.

Mr. Jiang did not hold any other directorships in any listed public companies in the last three years.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Jiang does not have any interest in Shares within the meaning of Part XV of the SFO.

APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

2. MS. FENG FANGQING – EXECUTIVE DIRECTOR

Ms. Feng Fangqing (“Ms. Feng”), aged 55, was appointed as an executive director of the Company on 8 October 2024. Ms. Feng is also the financial controller of a subsidiary of the Company.

Ms. Feng obtained the qualifications of senior accountant in 2013, international certified internal auditor in 2004 and senior gold investment analyst in 2011. From 1992 to 2015, Ms. Feng served in various positions in various companies, including accountant, principal accountant, financial controller, gold trading supervisor, etc., and was fully responsible for the companies’ financial management. From 2015 and until her appointment as the executive director of the Company, Ms. Feng served as the financial controller of a subsidiary of the Company.

Pursuant to a letter of appointment dated 7 October 2024 entered into between the Company and Ms. Feng, (i) the appointment of Ms. Feng as an executive director of the Company is for a term of one year and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws; (ii) Ms. Feng shall be entitled to an annual remuneration of HK\$120,000; and (iii) Ms. Feng shall also be entitled to a discretionary bonus, share options under the share option scheme of the Company and other incentives as determined by the remuneration committee of the Company from time to time with reference to the remuneration policy of the Company. Ms. Feng’s remuneration was fixed with reference to the Company’s remuneration policy, with regard to her duties and responsibilities and the prevailing market condition.

Save as disclosed above, Ms. Feng has no relationship with any directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries.

Ms. Feng did not hold any other directorships in any listed public companies in the last three years.

As at the Latest Practicable Date, Ms. Feng does not have any interest in Shares within the meaning of Part XV of the SFO.

APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

3. MR. SHI XINGZHI — EXECUTIVE DIRECTOR

Mr. Shi Xingzhi (“Mr. Shi”), aged 69, was appointed as an executive director of the Company on 21 February 2017. Mr Shi is also a general manager of Xian Headquarter and a senior technical consultant of a subsidiary of the Company.

Mr. Shi graduated from the Chang An University (長安大學). Mr. Shi is a senior geological engineer certified by the State Land and Resources Bureau. From 1980 to 2004, Mr. Shi has held various positions including geological technician, project team leader, project manager, deputy manager of technical department and head engineer in Shaanxi Province and Guangzhou, the People’s Republic of China. From 2005 to 2015, Mr. Shi held various positions at an exploration company in Shaanxi Province including the deputy manager and deputy general manager (technical). From June 2015 to September 2016, Mr. Shi was the head geological engineer of a gold mining company in Gansu Province. Immediately before his appointment as executive director of the Company, Mr. Shi was the senior technical consultant of Tongguan County Xiangshun Mining Development Co., Ltd. (潼關縣祥順礦業發展有限公司), a company which became a subsidiary of the Company since 27 January 2017.

Pursuant to a letter of appointment dated 21 February 2017 and the renewal service contracts dated 10 May 2022, 27 March 2023, 25 March 2024 and 24 March 2025 entered into between the Company and Mr. Shi, (i) the appointment of Mr. Shi as an executive director of the Company is for a term of one year and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws; (ii) Mr. Shi shall be entitled to an annual remuneration of HK\$240,000; and (iii) Mr. Shi shall also be entitled to a discretionary bonus, share options under the share option scheme of the Company and other incentives as determined by the remuneration committee of the Company from time to time with reference to the remuneration policy of the Company. Mr. Shi’s remuneration was fixed with reference to the Company’s remuneration policy, with regard to his duties and responsibilities and the prevailing market condition.

Save as disclosed above, Mr. Shi has no relationship with any directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries.

Mr. Shi did not hold any other directorships in any listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Shi does not have any interest in Shares within the meaning of Part XV of the SFO.

APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

4. MR. YEUNG KWOK KUEN — EXECUTIVE DIRECTOR

Mr. Yeung Kwok Kuen (“Mr. Yeung”), aged 52, was appointed as an executive director of the Company on 1 December 2014. Mr. Yeung is also the chief financial officer of the Company and a director of several subsidiaries of the Company.

Mr. Yeung graduated from The Chinese University of Hong Kong with a bachelor degree in Professional Accountancy and obtained a master degree in Corporate Finance from The Hong Kong Polytechnic University. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants. Mr. Yeung has over 20 years of experience in handling accounting and finance matters. Mr. Yeung was previously an executive director of the Company for the period from 17 January 2007 to 28 February 2014, and also held the position as the qualified accountant and chief financial officer of the Company during that period. From 2004 to 2006, Mr. Yeung was the chief financial officer of a trading and manufacturing group and prior to this, Mr. Yeung was the manager of an international accounting firm.

Pursuant to a letter of appointment dated 27 November 2014 and the supplemental letters dated 30 March 2016 and 23 April 2018 entered into between the Company and Mr. Yeung, (i) the appointment of Mr. Yeung as an executive director and the chief financial officer of the Company has no fixed term and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws; (ii) Mr. Yeung shall be entitled to an annual remuneration of HK\$1,200,000; and (iii) Mr. Yeung shall also be entitled to a discretionary bonus, share options under the share option scheme of the Company and other incentives as determined by the remuneration committee of the Company from time to time with reference to the remuneration policy of the Company. Mr. Yeung’s remuneration was fixed with reference to the Company’s remuneration policy, with regards to his duties and responsibility and the prevailing market condition.

Save as disclosed above, Mr. Yeung has no relationship with any directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries.

Mr. Yeung did not hold any other directorships in any listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Yeung does not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, the Company is not aware of any other matters in relation to the above Directors that would need to be brought to the attention of the Shareholders or any other information that would need to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued ordinary share capital of the Company was HK\$407,027,222.1 divided into 4,070,272,221 Shares.

Subject to the passing of the resolution granting the proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM date, the Company will be allowed to repurchase a maximum of 407,027,222 Shares, representing 10% of the issued Shares (excluding treasury shares, if any), during the period ending on the earliest of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by the Bye-laws or any applicable laws or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or earnings per Share. On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Bye-laws and the applicable laws of Bermuda and the Listing Rules. Repurchase of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and in circumstances where they consider that the Shares can be repurchased on the terms favourable to the Company. On the basis of the combined financial position of the Company as at 31 December 2024, being the date to which the latest published audited accounts of the Company were made up, the Directors consider that if the Repurchase Mandate was to be exercised in full at the currently prevailing market value, it may have a material adverse impact on the working capital position and gearing level of the Company. The Directors do not propose to exercise the mandate to repurchase Shares to such an extent as would, in the circumstances, have a material adverse effect on the working capital position of the Company as compared with the position disclosed in the latest published audited financial statements or the gearing level which, in the opinion of the Directors, are from time to time appropriate for the Company.

FUNDING OF REPURCHASES

Repurchases to be made pursuant to the proposed Repurchase Mandate would be financed out of funds legally available for the purpose in accordance with the Bye-laws and applicable laws in Hong Kong and Bermuda. Such funds include, but are not limited to, funds available for dividend or distribution.

EFFECT OF THE TAKEOVERS CODE

Upon the exercise of the power to repurchase the Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and, depending on the level of increase of the Shareholders' interests, may become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, so far as is known to any Director or chief executive of the Company, the following persons were interested in 5% or more of the Shares of the Company, according to the register of interests required to be kept under Section 336 of the SFO:

Name	Number of Shares			Approximate percentage to the issued Shares as at the Latest Practicable Date	Approximate percentage to the issued Shares if the Repurchase Mandate is exercised in full
	Personal interests	Corporate interests	Total		
Lam Yuk Ying	330,000,000	—	330,000,000	8.11%	9.01%
Chen Dengguang	205,250,000	—	205,250,000	5.04%	5.60%
Jiang Wei	—	1,186,334,000 (Note 1)	1,186,334,000	29.15%	32.38%
Lin Eddie Chang	—	600,000,000 (Note 2)	600,000,000	14.74%	16.38%

Notes:

1. These ordinary shares are held by Qinlong Jinxin Mining Investment Limited which is 63.34% beneficially owned by Ms. Jiang Wei and 36.66% beneficially owned by Ms. Lo Ting.
2. These ordinary shares are held by Fung Wai Enterprises Ltd. which is 100% beneficially owned by Mr. Lin Eddie Chang.

In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, and assuming that no further Shares are issued or repurchased prior to the AGM, the total interests of the above Shareholders would be increased to approximately the percentages shown in the last column of the above table and such increase of interest will not give rise to an obligation to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code and would not reduce the number of Shares held by the public to less than 25% of the issued Shares.

The Directors have no present intention to repurchase Shares if the proposed Repurchase Mandate is approved at the AGM.

PRICE OF THE SHARES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the past twelve months preceding the Latest Practicable Date:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
April	0.61	0.42
May	0.62	0.495
June	0.55	0.50
July	0.54	0.485
August	0.64	0.485
September	0.57	0.495
October	0.52	0.45
November	0.52	0.465
December	0.52	0.47
2025		
January	0.50	0.45
February	0.53	0.475
March	0.93	0.485
April (up to the Latest Practicable Date)	1.03	0.81

REPURCHASE OF SHARES

No Shares have been repurchased by the Company or any of its subsidiaries whether on the Stock Exchange or otherwise, during the six months immediately preceding the Latest Practicable Date.

GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their close associates has any present intention to sell any Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders.

No core connected persons of the Company (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the Repurchase Mandate to repurchase Shares in accordance with the Listing Rules and applicable laws of Hong Kong and Bermuda. Neither this Explanatory Statement for the Repurchase Mandate nor the Repurchase Mandate has any unusual features.

For any treasury shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures which include (without limitation):

- (i) procuring its broker not to give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS;
- (ii) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the relevant record date for the dividends or distributions; and
- (iii) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

NOTICE OF ANNUAL GENERAL MEETING



潼關黃金集團有限公司 Tongguan Gold Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 00340)

NOTICE IS HEREBY GIVEN that the Annual General Meeting 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, 30 May 2025 at 2:30 p.m. for the following purposes:

NO refreshments, NO food and beverage service, and NO handing out of corporate gifts, gift coupons or cake vouchers.

ORDINARY RESOLUTIONS

1. To receive and adopt the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2024.
2. To declare a final dividend of HK1.2 cents per ordinary share of the Company for the year ended 31 December 2024.
3. To re-elect directors of the Company and authorise the board of directors of the Company to fix the directors’ remuneration. *(Note 4)*
4. To re-appoint CL Partners CPA Limited as auditors of the Company and authorise the board of directors of the Company to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

- (i) subject to sub-paragraph (iii) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot and issue or otherwise deal with additional shares in the ordinary share capital of the Company (“Shares”) (including any sale and transfer of treasury shares (which shall have the meaning ascribed to it by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”))) and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;

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- (ii) the approval given in paragraph (i) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (iii) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Company pursuant to the approval in sub-paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); (b) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares; (c) an issue of Shares as scrip dividends or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws of the Company from time to time; or (d) an issue of Shares under any share option scheme or similar arrangement of the Company and/or any of its subsidiaries, shall not exceed 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (iv) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; or
- (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution in general meeting.

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restriction or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory applicable to the Company).”

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6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

- (i) subject to sub-paragraph (ii) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the ordinary share capital of the Company (“Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under The Codes on Takeovers and Mergers and Share Buy-backs and, if permitted under the Listing Rules, to determine whether such shares of the Company bought back shall be held as treasury shares by the Company or otherwise be cancelled, subject to and in accordance with all applicable laws and regulations and the Bye-laws of the Company, be and is hereby generally and unconditionally approved;
- (ii) the total number of Shares which the Company is authorised to repurchase pursuant to the approval in subparagraph (i) above of this resolution shall not exceed 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (iii) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; or
- (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution in general meeting.”

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7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolutions nos. 5 and 6 as set out in the notice convening the meeting of which this resolution forms part, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue or otherwise deal with additional Shares in the ordinary share capital of the Company pursuant to resolution no. 5 as set out in the notice convening the meeting of which this resolution forms part be and is hereby extended by the addition thereto an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 6 as set out in the notice convening the meeting of which this resolution forms part, provided that such extended amount shall not exceed 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of the passing of this resolution.”

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

Hong Kong, 15 April 2025

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or if he holds two or more shares, more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Where there are joint holders of a share of the Company, any one of such holders may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.
4. The biographical details of the directors of the Company who are subject to re-election are set out in the circular of the Company dated 15 April 2025.

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5. The register of members of the Company will be closed from Tuesday, 27 May 2025 to Friday, 30 May 2025, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending the forthcoming annual general meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Monday, 26 May 2025.
6. The register of members of the Company will be closed from Monday, 16 June 2025 to Tuesday, 17 June 2025, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend for the year ended 31 December 2024, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Friday, 13 June 2025.
7. If Typhoon Signal No. 8 or above, "extreme conditions" caused by super typhoons, or a "black" rainstorm warning is in effect in Hong Kong any time after 11:30 a.m. on the date of the annual general meeting, the meeting will be re-scheduled. The Company will post an announcement on the website of the Company at www.tongguangold.com and on the HKEXnews website of the Stock Exchange at www.hkexnews.hk to notify the shareholders of the Company of the date, time and place of the rescheduled meeting.

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.