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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)

CONVERSION OF CONVERTIBLE BOND

Reference is made to the announcements of Tongguan Gold Group Limited (the “**Company**”) dated 27 September 2024, 17 October 2024, 20 December 2025 and 24 January 2025 in relation to the Convertible Bond in the aggregate principal amount of the HK\$ amount equivalent to RMB30,000,000 (i.e., HK\$33,000,000) (the “**Announcements**”). Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

The Board is pleased to announce that the Company has received a conversion notice (the “**Conversion Notice**”) from Tongfei Investment Limited (the “**Bondholder**”), pursuant to which the Bondholder has exercised its right to partially convert the Convertible Bond with an aggregate principal amount of HK\$6,600,000 at the Conversion Price of HK\$1.1 per Conversion Share, resulting in the Company’s allotment and issuance of 6,000,000 new Shares (the “**Conversion Shares**”) to the Bondholder on 28 January 2026 (the “**Conversion**”). The remaining outstanding principal amount of Convertible Bond following the Conversion is HK\$26,400,000.

Following the Conversion, the Conversion Shares rank pari passu with all the Shares already in issue. The Conversion Shares represent approximately 0.11% of the total issued Shares of the Company immediately before the Conversion, and approximately 0.11% of the total issued Shares of the Company as enlarged by the allotment and issue of the Conversion Shares upon the Conversion.

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

Hong Kong, 28 January 2026

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.