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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 THE DISCLOSEABLE TRANSACTION IN RELATION TO  
THE ACQUISITION OF GRAND GALLANT  
INVESTMENTS LIMITED**

Reference is made to the announcement of Tongguan Gold Group Limited (the “**Company**”) dated 7 July 2023 (the “**Announcement**”) in relation to the Acquisition. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that all conditions precedent under the Agreement have been fulfilled and the Completion took place on 21 July 2023.

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

At Completion on 21 July 2023, the Company allotted and issued 678,000,000 Consideration Shares to the Vendor.

## CHANGES OF SHAREHOLDING STRUCTURE

To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the following table sets out the shareholding structure of the Company (i) immediately before the Completion and the allotment and issue of Consideration Shares; and (ii) immediately after the Completion and the allotment and issue of Consideration Shares:

| Shareholders                       | (i) immediately before<br>the Completion and the<br>allotment and issue of<br>Consideration Shares |                      | (ii) immediately after<br>the Completion and the<br>allotment and issue of the<br>Consideration Shares |                      |
|------------------------------------|--|----------------------|--|----------------------|
|                                    | <i>No. of Shares</i>   | <i>%</i>             | <i>No. of Shares</i>   | <i>%</i>             |
| Profit Linkage Enterprises Limited | 508,334,000  | 14.99                | 508,334,000  | 12.49                |
| Golden Blossom Investment Limited  | 470,000,000  | 13.86                | 470,000,000  | 11.55                |
| Ms. Ho Ping Tanya                  | 330,000,000  | 9.73                 | 330,000,000  | 8.11                 |
| Fung Wai Enterprises Ltd.          | 330,000,000  | 9.73                 | 330,000,000  | 8.11                 |
| The Vendor                         | —  | —                    | 678,000,000  | 16.66                |
| Other public Shareholders          | <u>1,753,938,221</u>   | <u>51.69</u>         | <u>1,753,938,221</u>   | <u>43.08</u>         |
| <b>Total</b>                       | <b><u>3,392,272,221</u></b>  | <b><u>100.00</u></b> | <b><u>4,070,272,221</u></b>  | <b><u>100.00</u></b> |

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

Hong Kong, 21 July 2023

*As at the date of this announcement, the board of directors of the Company comprises, Mr. Yeung Kwok Kuen, Mr. Shi Xing Zhi and Mr. Shi Sheng Li as executive Directors, Mr. Chu Kang Nam, Mr. Liang Xu Shu and Mr. Leung Ka Wo as independent non-executive Directors.*