



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

(Incorporated in Bermuda with limited liability)

(Stock Code: 00340)

TONGGUAN GOLD GROUP LIMITED

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR
ELECTION AS A DIRECTOR**

**(I) In case a general meeting of the Company to be held and a notice of that
general meeting of the Company is already published:-**

If a shareholder of the Company wishes to propose a person other than a director of the Company for election as a director at the general meetings, he/she can deposit a written notice to that effect at Room 2707A, 27/F., Office Tower of Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong, the principal place of business in Hong Kong of the Company for the attention of the company secretary of the Company. In order for the Company to inform its shareholders of that proposal, the written notice must (1) state the full name of the person proposed for election as a director; (2) include the person's biographical details as required by rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; (3) be signed by the shareholder proposing the candidate; and (4) be signed by the proposed candidate indicating his/her willingness to be elected. The minimum length of the period, during which such written notice are given, shall be at least seven days and that (if such written notice are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such written notice shall commence on the day after the despatch of the notice of such general meeting appointed for such election and end no later than seven days prior to the date of such general meeting (or such other period as may be determined by the directors of the Company from time to time).

(II) In case there is no general meeting of the Company to be held and the shareholder(s) of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up share capital of the Company carrying the right of voting at general meetings of the Company:-

The shareholder(s) of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up share capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the board of directors of the Company (the “Board”) or the company secretary of the Company, to require a special general meeting of the Company to be called by the Board for proposing a person to be elected as a director of the Company.

The shareholder(s) can deposit a written requisition/notice to that effect at Room 2707A, 27/F., Office Tower of Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong, the principal place of business in Hong Kong of the Company for the attention of the company secretary of the Company. In order for the Company to inform its shareholders of that proposal, the written requisition/notice must (1) state the full name of the person proposed for election as a director; (2) include the person's biographical details as required by rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; (3) be signed by the shareholder proposing the candidate; and (4) be signed by the proposed candidate indicating his/her willingness to be elected.

(Version : August 2022)