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TAUNG GOLD | **TAUNG GOLD INTERNATIONAL LIMITED**
壇金礦業有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 621)

**NOTICE OF ANNUAL GENERAL MEETING
FOR THE YEAR OF 2024**

NOTICE IS HEREBY GIVEN that the annual general meeting for the year of 2024 (the “AGM”) of Taung Gold International Limited (the “Company”) will be held at Unit 1901, 19/F, Nina Tower, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong on Thursday, 7 November 2024, at 11:30 a.m. or immediately after the annual general meeting of the Company for the year of 2023 for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the Directors and the auditors of the Company for the year ended 31 March 2024.
2.
 - a. To re-elect Mr. Phen Chun Shing Vincent as executive Director;
 - b. To re-elect Mr. Chong Man Hung Jeffrey as independent non-executive Director; and
 - c. To authorize the board of Directors of the Company (the “Board”) to fix the Directors’ remuneration.
3. To re-appoint Baker Tilly Hong Kong Limited as the Company’s auditors and to authorise the Board to fix their remuneration.
4. To consider as special business and, if thought fit, to pass the following resolution (with or without modification) as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

* For identification purpose only

- (b) the aggregate nominal amount of shares of the Company which may be repurchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution,

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) 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 laws to be held.”

5. To consider as special business and, if thought fit, to pass the following resolution (with or without modification) as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company or securities convertible into such shares, or options, warrants or similar rights to subscribe for any shares and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below); or

- (ii) the exercise of the subscription or conversion rights attaching to any securities issued by the Company which are convertible into shares of the Company; or
- (iii) the exercise of the rights under any share option scheme or similar arrangement for the time being adopted for the grant or issue to participants of options to subscribe for, or rights to acquire, shares of the Company; or
- (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the Bye-laws of the Company,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution; and the approval granted in paragraph (a) of this Resolution shall be limited accordingly; and

(d) for the purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) 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 laws to be held.

“Rights Issue” means an offer of shares open for a period fixed by the Company or the Directors to holders of the shares on the register of members 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 restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong).”

6. To consider as special business and, if thought fit, to pass the following resolution (with or without modification) as an ordinary resolution of the Company:

“**THAT** conditional upon Resolution no. 4 and Resolution no. 5 mentioned above being passed, the aggregate nominal amount of shares of the Company which are repurchased or otherwise acquired, by the Company pursuant to the authority granted to the Directors as mentioned in Resolution no. 4 shall be added to the aggregate nominal amount of the shares which may be issued pursuant to Resolution no. 5, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

Yours faithfully,
By order of the Board
Taung Gold International Limited
Cheung Pak Sum
Chairman

Hong Kong, 14 October 2024

Notes:

- (a) Any Shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or, if he holds two or more Shares, more proxies to attend and vote on his behalf. A proxy need not be a Shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (b) In order to be valid, a form of proxy, together with any power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof, must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
- (c) The votes at the AGM will be taken by poll.
- (d) For determining the qualification as Shareholders of the Company to attend and vote at the AGM, the register of members of the Company will be closed as set out below:

Latest time to lodge transfer documents for registration: 4:30 p.m. on Friday, 1 November 2024

Closure of register of members: Monday, 4 November 2024 to Thursday, 7 November 2024 (both dates inclusive)

Record Date: Thursday, 7 November 2024

During the above closure period, no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than the above-mentioned latest time.

- (e) In the case of joint holders of a Share, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the AGM personally or by proxy, the vote of that one of the such holders so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- (f) Delivery of an instrument appointing a proxy should not preclude a member of the Company from attending and voting in person at the AGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (g) A form of proxy for use at the AGM is enclosed together with this circular.
- (h) If Typhoon Signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force any time after 8:00 a.m. on the date of the AGM, then the AGM will be postponed. The Company will post an announcement on the Company's website and HKExNews website to notify the shareholders of the Company of the date, time and place of the rescheduled AGM. The AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

As at the date of this announcement, the Executive Directors of the Company are Ms. Cheung Pak Sum (Chairman) and Mr. Phun Chun Shing, Vincent; and the Independent Non-executive Directors of the Company are Mr. Chong Man Hung, Jeffrey, Mr. Li Kam Chung and Mr. Tsui Pang.