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 to be taken, you should consult your 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 GT Gold Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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GT Gold Holdings Limited
大唐黃金控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8299)

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,
(2) RE-ELECTION OF DIRECTORS,
(3) RE-APPOINTMENT OF THE AUDITOR,
AND
NOTICE OF THE ANNUAL GENERAL MEETING

Notice convening the annual general meeting of GT Gold Holdings Limited (the "**Company**") to be held at 4/F, Tung Hip Commercial Building, 244-248 Des Voeux Road Central, Sheung Wan, Hong Kong on Thursday, 25 September 2025 at 11:00 a.m. (the "**AGM**") are set out on pages 15 to 19 of this circular. Form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it 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 but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

30 July 2025

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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

"AGM"	the annual general meeting of the Company to be held at 4/F, Tung Hip Commercial Building, 244-248 Des Voeux Road Central, Sheung Wan, Hong Kong on Thursday, 25 September 2025 at 11:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting as set out on pages 15 to 19 of this circular, or any adjournment or postponement thereof
"Articles" or "Articles of Association"	the existing amended and restated articles of association of the Company
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Close Associate(s)"	has the meaning ascribed to such term in the GEM Listing Rules
"Companies Act"	the Companies Act (as revised) of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor
"Company"	GT Gold Holdings Limited (大唐黃金控股有限公司), a company incorporated in the Cayman Islands with limited liability and whose shares are listed on GEM
"Core Connected Person(s)"	has the meaning ascribed to such term in the GEM Listing Rules
"Director(s)"	the director(s) of the Company

"Extended Mandate"	a general mandate to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of total number of the issued Shares (excluding Treasury Shares) as at the date of passing of the relevant resolution granting such mandate
"GEM"	GEM operated by the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"General Mandates"	the Issue Mandate, the Repurchase Mandate and the Extended Mandate
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, 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
"Issue Mandate"	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with new Shares (including any sale and transfer of Treasury Shares) up to a maximum of 20% of total number of the issued Shares (excluding Treasury Shares) as at the date of passing of the ordinary resolution granting such mandate
"Latest Practicable Date"	22 July 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

"Repurchase Mandate"	the general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares up to a maximum of 10% of total number of the issued Shares (excluding Treasury Shares) as at the date of passing of the ordinary resolution granting such mandate
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	the ordinary share(s) of HK$0.001 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong
"Treasury Shares"	has the meaning ascribed to it under The GEM Listing Rules which came into effect on 11 June 2024 and as amended from time to time
"%"	per cent

GT Gold Holdings Limited
大唐黃金控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 8299)

Executive Directors:
Dr. Li Dahong *(Chairman)*
Ms. Ma Xiaona

Independent Non-executive Directors:
Mr. Guo Wei
Mr. Lam Albert Man Sum
Mr. Cheung Wai Hung

Registered Office:
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111, Cayman Islands

Head Office and Principal Place of Business in Hong Kong:
Room A-B, 8th Floor
Centre Mark II
305-313 Queen's Road Central
Sheung Wan, Hong Kong

30 July 2025

To the Shareholders

Dear Sir/Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,
(2) RE-ELECTION OF DIRECTORS,
(3) RE-APPOINTMENT OF THE AUDITOR,
AND
NOTICE OF THE ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain ordinary resolutions to be put forward at the AGM including (i) the proposed grant of General Mandates to issue and repurchase Shares; (ii) the proposed re-election of retiring Directors; (iii) the proposed re-appointment of the auditor and the notice of AGM.

PROPOSED GRANT OF THE GENERAL MANDATES

(a) Issue Mandate and Extended Mandate

At the AGM, ordinary resolutions will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company (i) to allot, issue and deal with Shares (including any sale or transfer of Treasury Shares) not exceeding 20% of total number of the issued Shares (excluding Treasury Shares) as at the date of passing of the relevant resolution at the AGM; and (ii) to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of total number of the issued Shares (excluding Treasury Shares) as at the date of passing of the relevant resolution.

(b) Repurchase Mandate

An ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase Shares, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, not exceeding 10% of total number of the issued Shares (excluding Treasury Shares) as at the date of passing of the relevant resolution at the AGM.

In accordance with the requirements of the GEM Listing Rules, an explanatory statement is set out in Appendix I to this circular containing all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate.

PROPOSED RE-ELECTION OF DIRECTORS

By virtue of article 87(1) of the Articles of Association, Dr. Li Dahong and Mr. Guo Wei will retire and, being eligible, offer themselves for re-election at the AGM.

Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above retiring Directors are set out in Appendix II to this circular.

PROPOSED RE-APPOINTMENT OF THE AUDITOR

McMillan Woods (Hong Kong) CPA Limited, auditor of the Company, will retire at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Board, proposes to re-appoint McMillan Woods (Hong Kong) CPA Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

AGM AND PROXY ARRANGEMENT

Notice of the AGM is set out on pages 15 to 19 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the General Mandates, the re-election of Directors and the re-appointment of the auditor.

Record date (being the last date of registration of any share transfer given there will be no book closure) for determining the entitlement of the shareholders of the Company to attend and vote at the AGM will be Thursday, 18 September 2025. In order to be eligible to attend and vote at the AGM, all transfers of shares of the Company 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 Thursday, 18 September 2025.

Form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website (http://www.gt-gold.com) respectively. Whether or not you are able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority 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 but in any event not later than 48 hours before the time appointed for holding the respective AGM or any adjournment or postponement thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment or postponement thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

VOTING BY POLL

Pursuant to the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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: (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the granting of the General Mandates, the re-election of Directors and the re-appointment of the auditor are in the best interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Details of the retiring Directors proposed to be re-elected) to this circular.

Yours faithfully,
By order of the Board
GT Gold Holdings Limited
Li Dahong
Chairman

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. ISSUED SHARES

As at the Latest Practicable Date, there were 7,428,201,720 Shares in issue and the Company did not have any Treasury Shares.

Subject to the passing of the ordinary resolution set out in resolution no. 6 of the notice of the AGM in respect of the granting of the Repurchase Mandate and on the basis that no further Shares will be issued from the Latest Practicable Date up to the date of the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 742,820,172 Shares, representing approximately 10% of the issued Shares (excluding Treasury Shares) as at the date of the AGM.

2. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Repurchases of Shares may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw 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 record date for the dividends or distributions, or (iii) take 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.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the applicable laws of the Cayman Islands.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts of the Company for the year ended 31 March 2025) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date and insofar as the Directors are aware, the following Director/substantial shareholder of the Company (as defined in the GEM Listing Rules), if applicable, have interests in the Shares as follows:

Name of Shareholders	Number of Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if Repurchase Mandate is exercised in full
Ma Qianzhou *(Note)*	4,029,354,894	54.24%	60.27%
Zhao Yuebing *(Note)*	175,613,860	2.36%	2.63%

Note: Mr. Ma Qianzhou is the spouse of Ms. Zhao Yuebing. Mr. Ma Qianzhou and Ms. Zhao Yuebing are accordingly deemed to be interested in the Shares beneficially owned by each other under the SFO.

The Directors are not aware of any consequences, which may arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate. As at the Latest Practicable Date, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate. The Directors will exercise the powers conferred by the Repurchase Mandate to repurchase Shares in circumstances, which they deem appropriate for the benefits of the Company and the Shareholders as a whole. However, the Directors have no present intention to exercise the Repurchase Mandate to the extent that the number of Shares in the hands of the public would fall below the prescribed minimum percentage of 25%.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective Close Associates, have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors will only exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

The Company has not been notified by any Core Connected Persons that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company confirm that neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

7. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

8. MARKET PRICES OF SHARES

The table below is a summary of the highest and lowest prices at which Shares are traded on the Stock Exchange in each of the previous twelve calendar months prior to the Latest Practicable Date.

Month	**Highest** *HK$*	**Lowest** *HK$*
2024		
July	0.199	0.165
August	0.180	0.140
September	0.172	0.142
October	0.179	0.139
November	0.155	0.134
December	0.150	0.133
2025		
January	0.137	0.116
February	0.149	0.090
March	0.127	0.083
April	0.164	0.105
May	0.280	0.154
June	0.480	0.260
July (up to Latest Practicable Date)	0.340	0.246

Pursuant to the GEM Listing Rules, the details of the Directors who will retire according to the Articles of Association and will be proposed to be re-elected at the AGM are provided below:

EXECUTIVE DIRECTOR

Dr. Li Dahong ("Dr. Li")

Dr. Li, aged 67, joined the Company as an executive Director on 24 February 2016 and is also the chairman and the authorized representative of the Company. Dr. Li also serves as a director of SSC Mandarin Mining Investment Limited and T G Mining Asia Limited, all being subsidiaries of the Company. He has over 20 years of experience in investment banking, mergers and acquisitions and other financial activities. Dr. Li graduated from Tsinghua University in civil and environmental engineering and received a degree in Doctor of Philosophy in Civil Engineering from the University of Toronto, Canada.

Dr. Li has entered into a service agreement with the Company for a term of 3 years commencing from 27 September 2021. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the terms of his service agreement, Dr. Li is entitled to a remuneration of HK$2,820,000 per annum which was determined with reference to his experience, duties and responsibilities and the prevailing market rate of companies of comparable size and similar operations.

As at the Latest Practicable Date, Dr. Li held 23,948,516 share options granted to him on 29 September 2022, he did not otherwise have any interests in the Shares and underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. Li (i) does not hold any other position with the Company or any of its subsidiaries; (ii) did not hold any other directorships in any other public companies the securities of which are listed on any security market in Hong Kong or overseas in the three years prior to the Latest Practicable Date; (iii) does not hold any other major appointment or professional qualification; and (iv) does not have any relationship with other Directors, senior management or substantial or controlling Shareholders (as defined under the GEM Listing Rules).

Save as disclosed above, there are no other matters concerning Dr. Li that need to be brought to the attention of the Shareholders nor is there any information required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Guo Wei ("Mr. Guo")

Mr. Guo, aged 70, was appointed as an independent non-executive director of the Company on 28 April 2016. He is also the chairman of the nomination committee and remuneration committee and a member of the audit committee of the Company.

Mr. Guo graduated from Beijing Institute of Economic Research, majoring in Chinese Language and Literature (undergraduate) in 1999. Since 2004, he has been served as the chairman of the board of 浙江瑞豐投資有限公司 (Zhejiang Ruifeng Investment Company Limited*). He worked in the 浙江省郵電勘察設計院 (Survey and Design Institute of Post and Telecommunications in Zhejiang Province*) from 1977 to 1987. He worked in the Zhejiang Provincial Government Office in Guangzhou and 大東南集團公司 (Grand Southeast Group Corporation*) from 1988 to 1994. He worked as the general manager of 杭州南王國際大酒店 (Hangzhou Nanwang International Hotel*) and the chairman of the board of 杭州五雲投資公司 (Hangzhou Wuyun Investment Company*) from 1995 to 2004. Mr. Guo has been engaged in management for more than 30 years, including 20 years as the head of enterprises, during which he gains extensive management experience and strong coordination ability.

Mr. Guo has entered into a service agreement with the Company for a term of 3 year commencing from 19 September 2019. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the terms of his service agreement, Mr. Guo is entitled to a remuneration of HK$320,000 per annum which was determined with reference to his experience, duties and responsibilities and the prevailing market rate of companies of comparable size and similar operations.

As at the Latest Practicable Date, Mr. Guo did not have any interests in the Shares and underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Guo (i) does not hold any other position with the Company or any of its subsidiaries; (ii) did not hold any other directorships in any other public companies the securities of which are listed on any security market in Hong Kong or overseas in the three years prior to the Latest Practicable Date; (iii) does not hold any other major appointment or professional qualification; and (iv) does not have any relationship with other Directors, senior management or substantial or controlling Shareholders (as defined under the GEM Listing Rules).

Save as disclosed above, there are no other matters concerning Mr. Guo that need to be brought to the attention of the Shareholders nor is there any information required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

* *For identification purpose only*

Pursuant to Provision B.2.3 of Appendix C1 of the Listing Rules, if an independent non-executive director serves more than 9 years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by shareholders. Mr. Guo has served on the Board for more than 9 years. As an independent non-executive director with extensive experience and knowledge in corporate operating management and in-depth understanding of the Company's operations and business, Mr. Guo has expressed objective views and given independent guidance to the Company over the years, and he continues demonstrating a firm commitment to his role. Mr. Guo has also made an annual confirmation of independence pursuant to Rule 5.09 of the Listing Rules.

The nomination committee of the Company considers that the long service of Mr. Guo would not affect his exercise of independent judgement and is satisfied that Mr. Guo has the required character, integrity and experience to continue fulfilling the role of an independent non-executive director. The Board is of the view that Mr. Guo meets the independence guidelines set out in Rule 5.09 of the Listing Rules and is independent in accordance with the terms of guidelines. The Board considers the re-election of Mr. Guo as an independent non-executive Director is in the best interest of the Company and Shareholders as a whole.

Mr. Guo has confirmed that (i) he satisfies the independence as regards each of the factors referred to in Rule 5.09 (1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries, nor is he connected with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence.

GT Gold Holdings Limited
大唐黃金控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 8299)

NOTICE IS HEREBY GIVEN that the annual general meeting of GT Gold Holdings Limited (the "**Company**") will be held at 4/F, Tung Hip Commercial Building, 244-248 Des Voeux Road Central, Sheung Wan, Hong Kong on Thursday, 25 September 2025 at 11:00 a.m. (the "**AGM**") for the following purposes:

ORDINARY RESOLUTIONS

1. to receive and adopt the audited consolidated financial statements and the reports of the board of directors of the Company (the "**Board**") and McMillan Woods (Hong Kong) CPA Limited for the year ended 31 March 2025;

2. (a) to re-elect Dr. Li Dahong as an executive director of the Company;

   (b) to re-elect Mr. Guo Wei as an independent non-executive director of the Company;

3. to authorise the Board to fix the remuneration of the directors of the Company; and

4. to re-appoint McMillan Woods (Hong Kong) CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration;

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. "**THAT**:

   (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares or securities convertible into shares, options, warrants or similar rights to subscribe for any shares (including any sale or transfer of Treasury Shares), and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above 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;

(c) the aggregate number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to

(i) a Rights Issue (as hereinafter defined); or

(ii) the exercise of options under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares of the Company or right to acquire shares of the Company; or

(iii) any scrip dividend or similar arrangements providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or

(iv) any issue of shares of the Company 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 of the Company,

shall not exceed 20% of total number of the issued shares (excluding Treasury Shares) of the Company on the date of the passing of this resolution and the said approval shall be limited accordingly;

(d) for the purpose of this resolution, "**Relevant Period**" means the period from the date of 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 expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

"**Rights Issue**" means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong)."

6. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on the GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law (as revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate number of shares of the Company which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of total number of the issued shares of the Company (excluding Treasury Shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) shall be limited accordingly;

(c) for the purposes of this resolution, "**Relevant Period**" means the period from the date of 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 expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution."

7. "**THAT** conditional upon resolutions nos. 5 and 6 above being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with shares (including any sale or transfer of Treasury Shares) of the Company pursuant to resolution no. 5 above be and is hereby extended by the addition to the aggregate number of the shares of the Company which may be allotted by the directors of the Company pursuant to such general mandate an amount representing the aggregate number of the shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6 above, provided that such amount shall not exceed 10% of total number of the issued shares of the Company (excluding Treasury Shares) at the date of passing of this resolution."

Yours faithfully,
By order of the Board
GT Gold Holdings Limited
Li Dahong
Chairman

Hong Kong, 30 July 2025

Registered office:
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111, Cayman Islands

Head office and principal place of business in Hong Kong:
Room A–B, 8th Floor
Centre Mark II
305–313 Queen's Road Central
Sheung Wan, Hong Kong

Notes:

(a) Record date (being the last date of registration of any share transfer given there will be no book closure) for determining the entitlement of the shareholders of the Company to attend and vote at the AGM will be Thursday, 18 September 2025. All transfers of shares of the Company 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 Thursday, 18 September 2025.

(b) Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.

(c) To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof, must be lodged at 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 but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment or postponement thereof (as the case may be).

(d) Completion and return of the form of proxy shall not preclude members from attending and voting in person at the AGM or at any adjournment or postponement thereof (as the case may be) should they so wish, and in such case, the form of proxy previously submitted by such member(s) shall be deemed to be revoked.

(e) Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at the AGM, either in person or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) shall be accepted to the exclusion of the votes of the other joint holders.

(f) An explanatory statement containing further details regarding resolution no. 6 above is set out in Appendix I to the circular of which this notice of AGM forms part (the "**Circular**").

(g) Details of the retiring directors of the Company are set out in Appendix II to the Circular.

(h) A form of proxy for use at the AGM is published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (http://www.gt-gold.com).

(i) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning signal or "extreme conditions after super typhoon" announced by the Hong Kong Government is/are in effect any time after 7:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the website of the Company at http://www.gt-gold.com and the website of the Stock Exchange at www.hkexnews.hk to notify members of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive Directors are Dr. Li Dahong and Ms. Ma Xiaona; the independent non-executive Directors are Mr. Guo Wei, Mr. Lam Albert Man Sum and Mr. Cheung Wai Hung.

This notice will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the date of its publication and on the website of the Company at http://www.gt-gold.com.