THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in China Silver Group Limited, you should at once hand this circular and the relevant accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of China Silver Group Limited.

中國白銀集團
CHINA SILVER GROUP

CHINA SILVER GROUP LIMITED
中國白銀集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 815)

PROPOSALS FOR
(1) VERY SUBSTANTIAL DISPOSAL AND DEEMED DISPOSAL
(2) INCREASE IN AUTHORISED SHARE CAPITAL
(3) AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 7 to 22 of this circular.

Resolutions will be proposed at the EGM to be held at Unit 5, 17/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Tuesday, 23 December 2025 at 2:00 p.m. or any adjournment thereof to approve the matters referred to in this circular. The notice convening the EGM is set out on pages EGM-1 to EGM-4 of this circular. A form of proxy for use at the meeting is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to Computershare Hong Kong Investor Services Limited, the Company's share registrar in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 2:00 p.m. on Sunday, 21 December 2025) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish. If you attend and vote at the EGM, the authority of your proxy will be revoked.

References to time and dates in this circular are to Hong Kong time and dates.

Hong Kong, 5 December 2025

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In this circular, the following words and expressions have the meanings set out below unless the context requires otherwise:

"AGM"	the annual general meeting of Mount Everest Gold held and convened on 19 May 2025
"Articles of Association"	the articles of association of China Silver
"Board"	the board of the Directors
"Business Day(s)"	a day (excluding Saturday, Sunday, public holiday and any day on which "extreme conditions" caused by super typhoons is announced by the government of Hong Kong or a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a "black" rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for business throughout their normal business hours
"Cayman Companies Act"	the Companies Act (As Revised) of the Cayman Islands
"China Silver" or "Company"	China Silver Group Limited(中國白銀集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock code: 815)
"China Silver Group"	China Silver and its subsidiaries
"China Silver Share(s)"	ordinary share(s) of par value of HK$0.01 each in the capital of China Silver
"China Silver Shareholder(s)"	holder(s) of the issued China Silver Share(s)
"close associate(s)"	has the meaning as ascribed to it under the Listing Rules
"Completion"	completion of the Subscription under the Subscription Agreements
"Completion Date"	within five (5) Business Days following the fulfillment of all Conditions Precedent, or such other date as may be agreed between the parties to such Subscription Agreement

"Conditions Precedent"	Conditions precedent to the Completion, as set out in the Subscription Agreements
"connected person"	has the meaning as ascribed to it under the Listing Rules
"Controlling Shareholder(s)"	has the meaning as ascribed to it under the Listing Rules
"Deemed Disposal"	the deemed disposal under the Listing Rules of the shareholding interest of China Silver in Mount Everest Gold as a result of the dilution of shareholding interest of China Silver in Mount Everest Gold by the allotment and issue of the Subscription Shares upon the Completion
"Director(s)"	the director(s) of China Silver
"EGM"	the extraordinary general meeting to be convened and held by China Silver for the China Silver Shareholders to consider and, if thought fit, approve the resolutions thereunder
"General Mandate"	the general mandate granted to the Mount Everest Gold Directors at the AGM to allot, issue or deal with up to 20% of the then issued share capital of Mount Everest Gold, being 247,575,008 Mount Everest Gold Shares as at the date of the AGM
"HK$"	Hong Kong dollars, the lawful currency for the time being of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Increase in Authorised Share Capital"	the proposed increase in authorised share capital of the Company from HK$30,000,000 divided into 3,000,000,000 China Silver Shares to HK$50,000,000 divided into 5,000,000,000 China Silver Shares
"Jiangxi Letong"	Jiangxi Letong New Materials Company Limited*(江西樂通新材料有限公司), a company incorporated in the PRC with limited liability
"Jiangxi Yiding"	Jiangxi Yiding Trading Co., Ltd.*(江西藝鼎貿易有限公司), a company incorporated in the PRC with limited liability

"Joint Announcement"	the joint announcement of China Silver and Mount Everest Gold dated 19 November 2025 in relation to the Subscription and Deemed Disposal
"Latest Practicable Date"	Friday, 28 November 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
"Lhoka Mine"	in an area of 22.8246 km^2 in Lhoka, Tibet covered under the exploration license of Tibet Longtianyong
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"M&A"	the memorandum of association and Articles of Association of China Silver
"Mount Everest Gold"	Mount Everest Gold Group Company Limited (珠峰黃金集團有限公司), a non-wholly owned subsidiary of China Silver and an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock code: 1815)
"Mount Everest Gold Director(s)"	the director(s) of Mount Everest Gold
"Mount Everest Gold Group" or "Disposal Group"	Mount Everest Gold and its subsidiaries
"Mount Everest Gold Share(s)"	ordinary share(s) of par value of US$0.0001 each in the capital of Mount Everest Gold
"Mount Everest Gold Shareholder(s)"	holders of the issued Mount Everest Gold Share(s)
"New M&A"	the second amended and restated memorandum of association and Articles of Association of China Silver
"PRC"	the People's Republic of China
"Remaining China Silver Group"	China Silver and its subsidiaries after the Deemed Disposal
"RMB"	Renminbi, the lawful currency of the PRC

"Shigatse Mine"	an area of 50.81 km^2 in Shigatse, Tibet covered under the exploration license of Xizang Shigatse
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscriber A"	Qirun International Limited(齊潤國際有限公司), a company incorporated in Hong Kong with Ms. TANG Xin as the ultimate beneficial owner
"Subscriber B"	GLOBAL A Trading (HK) Limited, a company incorporated in Hong Kong with Subscriber C as the sole shareholder
"Subscriber C"	Mr. LIANG Zhiwen
"Subscriber D"	Ms. CHEN Xuefen
"Subscriber E"	Mr. WU Xiao
"Subscriber F"	Ms. LIN Xiuzhen
"Subscribers"	Subscriber A, Subscriber B, Subscriber C, Subscriber D, Subscriber E and Subscriber F
"Subscription"	the subscription for the Subscription Shares by the Subscribers pursuant to the Subscription Agreements
"Subscription Agreement A"	the subscription agreement dated 19 November 2025 and entered into between Mount Everest Gold and the Subscriber A in respect of the subscription of 60,000,000 new Mount Everest Gold Shares
"Subscription Agreement B"	the subscription agreement dated 19 November 2025 and entered into between Mount Everest Gold and the Subscriber B in respect of the subscription of 40,000,000 new Mount Everest Gold Shares
"Subscription Agreement C"	the subscription agreement dated 19 November 2025 and entered into between Mount Everest Gold and the Subscriber C in respect of the subscription of 20,000,000 new Mount Everest Gold Shares

"Subscription Agreement D"	the subscription agreement dated 19 November 2025 and entered into between Mount Everest Gold and the Subscriber D in respect of the subscription of 50,000,000 new Mount Everest Gold Shares
"Subscription Agreement E"	the subscription agreement dated 19 November 2025 and entered into between Mount Everest Gold and the Subscriber E in respect of the subscription of 40,500,000 new Mount Everest Gold Shares
"Subscription Agreement F"	the subscription agreement dated 19 November 2025 and entered into between Mount Everest Gold and the Subscriber F in respect of the subscription of 37,000,000 new Mount Everest Gold Shares
"Subscription Agreement(s)"	Subscription Agreement A, Subscription Agreement B, Subscription Agreement C, Subscription Agreement D, Subscription Agreement E and Subscription Agreement F
"Subscription Price"	the subscription price of HK$1.61 per Subscription Share
"Subscription Shares"	an aggregate of 247,500,000 Mount Everest Gold Shares to be subscribed by the Subscribers pursuant to the Subscription Agreements and "Subscription Share" should be construed accordingly
"subsidiary(ies)"	has the meaning as ascribed to it under the Listing Rules
"Tibet Longtianyong"	Tibet Longtianyong Mining Company Limited*(西藏龍天勇礦業有限公司), a company incorporated in the PRC with limited liability
"Tibet Review Centre"	Land and Mining Rights Transaction and Resources and Reserves Review Centre of the Tibet Autonomous Region (西藏自治區土地礦權交易和資源儲量評審中心) under the Land and Resources Department of the Tibet Autonomous Region (西藏自治區國土資源廳)
"trading day(s)"	means a day on which the Stock Exchange is open for the trading of securities
"US$" or "USD"	United States dollar(s), the lawful currency of the United States of America

"Xizang Shigatse"	Xizang Shigatse Huaye Mining Development Co., Ltd.* (西藏日喀則市華冶礦業開發有限責任公司), a company incorporated in the PRC with limited liability
"%"	per cent.

* *For identification purpose*

中國白銀集團
CHINA SILVER GROUP

CHINA SILVER GROUP LIMITED
中國白銀集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 815)

Executive Directors:
Mr. CHEN Wantian *(Chairman)*
Mr. SONG Guosheng

Independent Non-executive Directors:
Mr. SONG Hongbing
Ms. SONG Fangxiu
Dr. ZENG Yilong

Registered Office:
Intertrust Corporate Services (Cayman) Limited
One Nexus Way
Camana Bay
Grand Cayman, KY1-9005
Cayman Islands

Head Office and Principal Place of Business in the PRC:
37th Floor, Tower A
Shuibei Jewelry Headquarters Building
No.3008 Buxin Road, Dushu Community
Dongxiao Subdistrict, Luohu District
Shenzhen, Guangdong, the PRC

Principal Place of Business in Hong Kong:
Unit 5, 17/F,
China Merchants Tower Shun Tak Centre
168-200 Connaught Road Central
Sheung Wan
Hong Kong

5 December 2025

To the China Silver Shareholders

Dear Sir or Madam,

PROPOSED VERY SUBSTANTIAL DISPOSAL AND DEEMED DISPOSAL PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND NOTICE OF THE EGM

INTRODUCTION

Reference is made to the joint announcement of China Silver and Mount Everest Gold dated 19 November 2025 in relation to the Subscription and Deemed Disposal (the "**Joint Announcement**") and the announcement of China Silver dated 27 November 2025 in relation to the proposed Increase in Authorised Share Capital, proposed amendments to the M&A and the adoption of the New M&A.

On 19 November 2025 (after trading hours), Mount Everest Gold entered into six Subscription Agreements with six Subscribers respectively, pursuant to which the Subscribers have conditionally agreed to subscribe for, and Mount Everest Gold has conditionally agreed to allot and issue, an aggregate of 247,500,000 Subscription Shares at the Subscription Price of HK$1.61 per Subscription Share, subject to the terms and conditions of the Subscription Agreements (each of which is on substantially the same terms other than the number of Subscription Shares).

The Subscription Shares will be allotted and issued pursuant to the General Mandate granted to the Mount Everest Gold Directors at the AGM. Therefore, the allotment and issue of the Subscription Shares is not subject to any further Mount Everest Gold Shareholders' approval. However, each of the Subscription Agreements and the issue of the Subscription Shares by Mount Everest Gold is conditional upon the China Silver Shareholders' approval.

Upon Completion, the shareholding interest of China Silver in Mount Everest Gold will be diluted from approximately 40.39% to approximately 33.66% (assuming there will be no other change in the issued share capital of Mount Everest Gold between the Latest Practicable Date and the date of the Completion). Such dilution of China Silver's shareholding interest in Mount Everest Gold immediately upon the Completion constitutes a deemed disposal of China Silver under Rule 14.29 of the Listing Rules.

Immediately upon the Completion, Mount Everest Gold's financial results and financial positions will no longer be consolidated in the consolidated financial statements of the China Silver Group.

The purpose of this circular is to provide you with, among other things, further information on the Deemed Disposal, the proposed Increase in Authorised Share Capital and proposed amendments to the M&A and other information required under the Listing Rules.

THE SUBSCRIPTION AGREEMENTS

The principal terms and conditions of the Subscription Agreements are summarized as follows:

Date

19 November 2025 (after trading hours)

Subscribers

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, each of the Subscribers is a professional corporate and/or individual private investor. As at the Latest Practicable Date, save for Subscriber D (who holds approximately 1.18% of the existing issued share capital of the Company) and Subscriber E (who holds approximately 1.35% of the existing issued share capital of the Company), none of the other Subscribers hold any shares in the Company or Mount Everest Gold or any of their respective subsidiaries.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, as at the Latest Practicable Date, all of the Subscribers (and their respective ultimate beneficial owner(s), where applicable) are third parties independent of Mount Everest Gold and the Company and their respective connected persons. As disclosed in the Joint Announcement, it is not expected that any of the Subscribers or their respective ultimate beneficial owner(s) will become a substantial shareholder (as defined under the Listing Rules) of the Company or Mount Everest Gold immediately after the Completion of the Subscription.

Subscription

Subscription Agreements	Parties	No. of Subscription Shares	Consideration
Subscription Agreement A	(1) Mount Everest Gold (2) Subscriber A	60,000,000	HK$96,600,000
Subscription Agreement B	(1) Mount Everest Gold (2) Subscriber B	40,000,000	HK$64,400,000
Subscription Agreement C	(1) Mount Everest Gold (2) Subscriber C	20,000,000	HK$32,200,000
Subscription Agreement D	(1) Mount Everest Gold (2) Subscriber D	50,000,000	HK$80,500,000
Subscription Agreement E	(1) Mount Everest Gold (2) Subscriber E	40,500,000	HK$65,205,000
Subscription Agreement F	(1) Mount Everest Gold (2) Subscriber F	37,000,000	HK$59,570,000
Total		**247,500,000**	**HK$398,475,000**

Subscription Shares

Assuming that there will be no change in the issued share capital of Mount Everest Gold between the Latest Practicable Date and the Completion Date, the Subscription Shares represent approximately 19.99% of the existing issued share capital of Mount Everest Gold as at the Latest Practicable Date and approximately 16.66% of the issued share capital of Mount Everest Gold as enlarged by the allotment and issue of the Subscription Shares, subject to Completion of the Subscription.

The Subscription Shares have an aggregate nominal value of US$24,750 and a market value of HK$495,000,000 based on the closing price of HK$2.00 per Mount Everest Gold Share as quoted on the Stock Exchange on the date of the Subscription Agreements.

Subscription Price

The Subscription Price of HK$1.61 per Subscription Share represents:

(1) a discount of approximately 18.77% to the average closing price of HK$1.982 per Mount Everest Gold Share as quoted on the Stock Exchange for the last five consecutive trading days prior to the date of the Subscription Agreements; and

(2) a discount of approximately 19.50% to the closing price of HK$2.00 per Mount Everest Gold Share as quoted on the Stock Exchange on 19 November 2025, being the date of the Subscription Agreements.

As disclosed in the Joint Announcement, the Subscription Price was determined and negotiated on an arm's length basis between Mount Everest Gold and each of the Subscribers, primarily with reference to (1) the prevailing market price and the recent trading volume of Mount Everest Gold Shares, including but not limited to the closing prices of Mount Everest Gold Shares as quoted on the Stock Exchange for the last five consecutive trading days up to the trading day immediately preceding the date of the Subscription Agreements and the date of the Subscription Agreements, respectively, (2) the business prospects, future outlook, financial position and performances of the Mount Everest Gold Group, and (3) the industry landscape, sector sentiment and the current market conditions. Given the size of the Subscription Shares involved (which represent approximately 19.99% of the existing issued share capital of Mount Everest Gold as at the date of the Joint Announcement) and the discount to the closing prices as quoted on the Stock Exchange for the last five consecutive trading days up to the trading day immediately preceding the date of the Subscription Agreements and the date of the Subscription Agreements, respectively, as disclosed in the Joint Announcement, the Mount Everest Gold Directors consider that the Subscription Price is fair and reasonable and are in the interests of Mount Everest Gold and its shareholders as a whole. The net Subscription Price, after deduction of relevant expenses, is estimated to be approximately HK$1.608 per Subscription Share. The aggregate cash consideration of HK$398,475,000 under the Subscription Agreements is payable in full by the Subscribers on or before the date of the Completion of their respective Subscription.

Conditions Precedent to the Subscription

As disclosed in the Joint Announcement, under each Subscription Agreement, the relevant Subscriber's subscription for, and the Mount Everest Gold's allotment and issue of, the relevant Subscription Shares are conditional upon the satisfaction of the following Conditions Precedent:

(1) all necessary consents, authorizations and approvals in relation to the Subscription having been obtained in accordance with the applicable laws, regulations and rules (including the Listing Rules) by each of the Company and Mount Everest Gold, including but not limited to the approval of the Subscription Agreements and the transactions contemplated thereunder by the China Silver Shareholders;

(2) the Listing Committee of the Stock Exchange having granted its approval for the listing of, and permission to deal in, such Subscription Shares, and such approval and permission not having been withdrawn prior to the commencement of trading of the such Subscription Shares on the Main Board of the Stock Exchange; and

(3) the representations, warranties, undertakings, confirmations and admissions made by such Subscriber under such Subscription Agreement being true and accurate and not misleading as at the date of such Subscription Agreement and the date of issue of such Subscription Shares, and such Subscriber not having breached such Subscription Agreement.

If the Conditions Precedent are not fulfilled on or before the expiration of 28 February 2026 or such later date as shall be agreed between Mount Everest Gold and the Subscribers in writing, the Subscription shall terminate and none of the parties shall have any claim against the other for costs, damages, compensation or otherwise save for any antecedent breaches. The transactions contemplated under the six Subscription Agreements are not inter-conditional upon one another.

The Subscription Shares will be allotted and issued pursuant to the General Mandate granted to the Mount Everest Gold Directors at the AGM. Therefore, the allotment and issue of the Subscription Shares is not subject to any further Mount Everest Gold Shareholders' approval. However, each of the Subscription Agreements and the issue of the Subscription Shares by Mount Everest Gold is conditional upon the China Silver Shareholders' approval.

As at the Latest Practicable Date, the Stock Exchange had granted its conditional approval for the listing of, and permission to deal in, the 247,500,000 Subscription Shares, subject to fulfillment of all other conditions of the Subscription. Save for the item (2) above, none of the Conditions Precedent above had been fulfilled as at the Latest Practicable Date.

Completion of the Subscription

Under each Subscription Agreement, Completion shall take place within five (5) Business Days following the fulfillment of all Conditions Precedent set forth in the sub-section headed "Conditions Precedent to the Subscription" above, or such other date as may be agreed between the parties to such Subscription Agreement.

Under each Subscription Agreement, on the date of Completion, the relevant Subscriber shall pay an amount equal to the Subscription Price multiplied by the relevant number of the Subscription Shares in cash to a bank account designated by Mount Everest Gold, and Mount Everest Gold shall allot and issue the relevant number of the Subscription Shares to the relevant Subscriber.

Lock-up Undertaking

Pursuant to the respective Subscription Agreement, each Subscriber has agreed and undertaken that, in the period of three (3) months commencing on the date of issue of the relevant Subscription Shares, it/he/she shall not dispose of, or enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of, such Subscription Shares.

Ranking

The Subscription Shares, when issued, shall be duly authorized and shall rank *pari passu* in all respects with all other existing Mount Everest Gold Shares outstanding on the Completion Date and be entitled to all dividends and distributions the record date for which falls on a date on or after the date of the issue.

Application for listing

Application will be made by Mount Everest Gold to the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares following the signing of the Subscription Agreements.

General Mandate to issue the Subscription Shares

The Subscription Shares will be allotted and issued pursuant to the General Mandate granted to the Mount Everest Gold Directors at the AGM. Pursuant to the General Mandate, Mount Everest Gold was authorized to allot, issue or otherwise deal with up to 247,575,008 new Mount Everest Gold Shares. As at the Latest Practicable Date, apart from the Subscription Shares, no new Mount Everest Gold Shares have been issued or agreed to be issued under the General Mandate. Accordingly, the allotment and issue of the Subscription Shares is not subject to any Mount Everest Gold Shareholders' approval.

Immediately upon the Completion of the Subscription, a remainder of 75,008 Mount Everest Gold Shares (representing approximately 0.01% of the total number of issued share capital of Mount Everest Gold as at the Latest Practicable Date) may be allotted and issued pursuant to the General Mandate.

REASONS FOR THE SUBSCRIPTION AND USE OF PROCEEDS

Development of Exploration Business

As disclosed in the joint announcements by Mount Everest Gold and China Silver dated 15 August 2024, 20 January 2025 and 28 March 2025 as well as Mount Everest Gold's Interim Report 2025 for the six months ended 30 June 2025, in August 2024, Mount Everest Gold acquired 51% equity interest in Jiangxi Letong, which in turn holds 100% equity interests in Tibet Longtianyong. Tibet Longtianyong, which is principally engaged in the exploration of lead and zinc mines, holds an exploration license with the right to conduct general exploration on mineral resources in the Lhoka Mine in Lhoka, Tibet, China. Tibet Longtianyong has discovered certain gold mineralized zones in the Lhoka Mine. Such gold ore bodies are estimated to have an inferred ore volume of approximately 2,100,000 tonnes and an inferred metal volume of approximately 5,800 kilograms of gold, with an average gold ore grade of approximately 2.77 grams/tonne. As such, the deposit in this area has shown enormous potential. It is preliminarily anticipated that the Lhoka Mine could reach a prospective metal volume of 20 to 25 tonnes of gold, displaying potential for a large-scale gold mine. As disclosed in the joint announcement by Mount Everest Gold and China Silver dated 28 March 2025, Tibet Review Centre has further approved an implementation plan for detailed exploration of the polymetallic mine at the Lhoka Mine（詳查實施方案）.

Further, as disclosed in the joint announcements by Mount Everest Gold and China Silver dated 17 June and 26 June 2025 as well as Mount Everest Gold's Interim Report 2025 for the six months ended 30 June 2025, in July 2025, Mount Everest Gold and China Silver jointly completed the acquisition of the 55% equity interest (out of which Mount Everest Gold acquired 35% and China Silver acquired 20% of such equity interest) in Jiangxi Yiding, which in turn holds 100% equity interest in Xizang Shigatse. Xizang Shigatse, which is principally engaged in the exploration of lead and zinc mines, holds an exploration license which grants it the right to conduct general exploration on mineral resources in the Shigatse Mine in Shigatse, Tibet. This mining area is located in the core zone of the Gangdise metallogenic belt, with total copper resource reserves of the belt comparable to those of the Andes Mountains in South America (the world's largest copper metallogenic belt, accounting for 40% of global copper reserves). The ore bodies are thick, shallowly buried, and of high grade, boasting superior open-pit mining conditions and the associated rich gold and silver resources. It is believed that the comprehensive value far exceeds that of a single copper mine.

As disclosed in the Joint Announcement, considering the rising gold prices, the constructive progress made in both the Lhoka Mine and the Shigatse Mine, along with the positive prospect of the mineral resources available from these two mines, Mount Everest Gold intends to raise funds

through the Subscription to further support the intensive capital requirements of general exploration activities in the Lhoka Mine and the Shigatse Mine with an aim to gain more control over upstream mining operations and access to a more stable supply of raw materials, thus boosting its business growth and long-term development.

Funds Raised by China Silver in July 2025 in relation to Shigatse Mine

As disclosed in China Silver's announcements dated 14 July, 18 July, 17 September and 7 November 2025, on 14 July 2025, China Silver entered into eight subscription agreements with eight subscribers respectively pursuant to which the subscribers have agreed to subscribe for, and China Silver has agreed to allot and issue, an aggregate of 460,000,000 subscription shares at the subscription price of HK$0.45 per subscription share ("**China Silver's July 2025 Placing**"). As at the Latest Practicable Date, the completion of the subscriptions pursuant to those subscription agreements are still in progress and China Silver has received approximately 82% of the proceeds from the China Silver's July 2025 Placing. As at the Latest Practicable Date, China Silver has utilized approximately RMB65 million (representing approximately 34% of the total net proceeds from China Silver's July 2025 Placing) in purchasing inventory materials for the operation and further development of its manufacturing segment. The Board confirms that it has been using and will use the net proceeds from China Silver's July 2025 Placing in accordance with the intended use of proceeds as disclosed in the China Silver's announcement dated 18 July 2025.

As at the Latest Practicable Date, China Silver has not yet utilized any of the net proceeds received in China Silver's July 2025 Placing for its general working capital or conducting exploration works on the Shigatse Mine. As disclosed in China Silver's announcement dated 18 July 2025, China Silver intends to allocate approximately 20% of the net proceeds from China Silver's July 2025 Placing (which amounts to approximately HK$41,300,000) to the expected capital expenditure from conducting general exploration and other exploration works on the Shigatse Mine and other potential mining opportunities nearby. While China Silver's July 2025 Placing will provide part of the capital for conducting the initial exploration works on the Shigatse Mine, as disclosed in the Joint Announcement, Mount Everest Gold views that further financial resources would be essential to support critical aspects of the exploration works on the Shigatse Mine and other potential mining opportunities nearby.

As disclosed in the Joint Announcement, in light of the substantial capital requirements inherent in Mount Everest Gold's general exploration activities in not only the Shigatse Mine but also the Lhoka Mine, Mount Everest Gold intends to raise funds through the Subscription to further support the exploration activities in these two mines, improve its financial resilience against liquidity and operational risks while sustaining its capacity to fund the business growth and long-term development anticipated. The equity-based nature of this fundraising would also enable the Mount Everest Gold Group to increase its working capital without further incurring debt-related interest burdens.

Expected Capital Requirements Regarding the Development Plans of the Lhoka Mine and the Shigatse Mine

Upon the completion of the Deemed Disposal, it is expected that the 20% equity interest in Jiangxi Yiding (which in turn holds 100% equity interest in Xizang Shigatse and the Shigatse Mine) held by the China Silver Group will be accounted for as investment in an associate under the equity method in the consolidated statement of financial position of the China Silver Group.

The expected capital requirements in relation to the development plans of Lhoka Mine and Shigatse Mine and the expected amount of contribution from China Silver (with respect to the Shigatse Mine only) and Mount Everest Gold over the next two years are set forth below, subject to changes in circumstances, the preliminary results and actual progress of the exploration works and continuous assessments and evaluations by the Board and the Mount Everest Gold Directors (as appropriate):

Mine	Expected total capital requirements in the next two years (RMB)	Contributor to the capital requirements	Expected amount of contribution in the next two years (RMB)
Lhoka Mine	approximately 400 million – 600 million	Mount Everest Gold	approximately 200 – 300 million[(1)]
Shigatse Mine	approximately 950 million – 1,150 million	China Silver	approximately 200 – 250 million[(2)]
		Mount Everest Gold	approximately 300 – 400 million[(1)]

Notes:

(1) Based on the discussions with the board of Mount Everest Gold, it is expected that Mount Everest Gold will contribute to the capital requirements of the Lhoka Mine and the Shigatse Mine in proportion to its respective shareholding in each of the Lhoka Mine and Shigatse Mine, and it is understood that Mount Everest Gold is planning to fulfil the capital requirements arising from the Lhoka Mine and the Shigatse Mine in the next two years by internally generated funds, existing facilities, part of the net proceeds from the Subscription and potentially further funds raised from equity and debt financing.

(2) It is expected that China Silver will contribute to the capital requirements of the Shigatse Mine in proportion to its shareholding in the Shigatse Mine and China Silver is planning to fulfil the capital requirements arising from the Shigatse Mine by internally generated funds, existing facilities, part of the net proceeds from China Silver's July 2025 Placing and potentially further funds raised from equity and debt financing.

For each of the Lhoka Mine and the Shigatse Mine, expenditures expected to be incurred in 2026 are mainly related to geological mapping, structural analysis, trenching works, initial deep drilling and large-scale verification drilling. In 2027, the major expenditures are expected to be related to pit exploration works, environmental assessment and preparation of feasibility studies, which will form the basis for subsequent development planning and potential mine construction.

Given that the exploration works of both the Lhoka Mine and the Shigatse Mine are still at the planning and assessment stage, the aforementioned expected capital requirements and development timetable are estimates only and are subject to changes and further evaluation by China Silver and Mount Everest Gold.

As at the Latest Practicable Date and apart from the Subscription, China Silver and Mount Everest Gold did not have any immediate fundraising plans in the next twelve months to satisfy the capital requirements arising from the two mines. Nonetheless, depending on the actual progress and results from the exploration works, China Silver and/or Mount Everest Gold may seek to raise further funds for the exploration works from different sources of funding, including but not limited to equity and debt financing as and when necessary.

Use of Proceeds from the Issue of the Subscription Shares

Assuming all the Subscription Shares are fully subscribed and subject to the Completion, it is expected that the gross proceeds raised from the Subscription will be HK$398,475,000, and the net proceeds, after deduction of all relevant expenses, will be approximately HK$397,975,000.

As disclosed in the Joint Announcement, the net proceeds raised from the Subscription will be substantially used to satisfy the business growth and development anticipated by the Mount Everest Gold Group and will initially be applied as follows and expected to be fully utilized by the end of 2027:

1. Approximately 60% of net proceeds (which amounts to approximately HK$238,785,000) will be on capital expenditure expected to be incurred from conducting general exploration and other exploration works on the Lhoka Mine and other potential mining opportunities nearby;

2. Approximately 20% of net proceeds (which amounts to approximately HK$79,595,000) will be on capital expenditure expected to be incurred from conducting general exploration and other exploration works on the Shigatse Mine and other potential mining opportunities nearby; and

3. Approximately 20% of net proceeds (which amounts to approximately HK$79,595,000), will be as general working capital of Mount Everest Gold which will be applied for the purposes of, including but not limited to, staff expenses, directors' remuneration, legal and professional fees, payment of interest expenses and other general management and administrative expenses incurred in the course of daily operations.

Deemed Disposal of China Silver in relation to Equity Interest in Mount Everest Gold

As at the Latest Practicable Date, China Silver holds 500,000,033 Mount Everest Gold Shares, representing approximately 40.39% of the total issued share capital of Mount Everest Gold. Mount Everest Gold is accounted for as a non-wholly owned subsidiary of China Silver, and Mount Everest Gold's financial results and financial positions are currently consolidated in the consolidated financial statements of the China Silver Group.

As elaborated above, the Deemed Disposal would result in Mount Everest Gold's financial results and financial positions no longer being consolidated in the consolidated financial statements of China Silver Group. However, China Silver will still benefit from the Subscription through its attributable interest in the net proceeds from the Subscription and its ancillary effect including but not limited to the improvement of working capital for Mount Everest Gold.

FINANCIAL INFORMATION OF MOUNT EVEREST GOLD

Set out below are the abridged consolidated results of Mount Everest Gold Group for the years ended 31 December 2023, 2024 and the six months ended 30 June 2025 respectively as extracted from the annual report of Mount Everest Gold for the year ended 31 December 2024 and the interim report of Mount Everest Gold for the six months ended 30 June 2025:

	As at 30 June 2025 (unaudited) *RMB'000*	**As at 31 December 2024** (audited) *RMB'000*	**As at 31 December 2023** (audited) *RMB'000*
Total assets	1,764,885	1,579,483	1,586,561
Net assets	1,408,035	1,288,257	1,327,310

	For the six months ended 30 June 2025 (unaudited) *RMB'000*	**For the year ended 31 December 2024** (audited) *RMB'000*	**For the year ended 31 December 2023** (audited) *RMB'000*
Net profit (loss) including discontinued operation (before taxation)	96,936	(40,454)	(48,211)
Net profit (loss) including discontinued operation (after taxation)	74,339	(41,503)	(48,502)

FINANCIAL IMPACT OF THE DEEMED DISPOSAL ON CHINA SILVER

In the circumstances that Mount Everest Gold's financial statements is not consolidated with the accounts of China Silver, as at 30 June 2025, the book value of Mount Everest Gold attributable to the owners of China Silver was RMB1,408,035,000. The China Silver Group is expected to recognize a gain on the Deemed Disposal of approximately RMB298,243,000. As illustrated in the table below and further elaborated in Appendix III of this circular, the amount of gain is calculated based on the difference between the fair value of the remaining 33.66% equity interest in Mount Everest Gold after the Completion of the Subscription and the carrying amount of Mount Everest Gold's net assets that the China Silver Group held as at 30 June 2025:

	RMB'000
Net assets disposed of Mount Everest Gold	(1,408,035)
Non-controlling interests of Mount Everest Gold	852,389
Reclassification of cumulative translation reserve upon Deemed Disposal to profit or loss	8
Fair value of the retained equity interest of approximately 33.66% in Mount Everest Gold	853,881
Gain on the Deemed Disposal of Mount Everest Gold	298,243

The deconsolidation represents purely one of the forms of accounting treatment, and the estimation is for illustrative purpose only and does not purport to represent how the financial position of the China Silver Group will be presented after the Deemed Disposal.

Assuming that the Deemed Disposal had been completed on 30 June 2025, the China Silver Group's assets and liabilities as at 30 June 2025 would have decreased as follows: (i) a decrease in total assets by approximately RMB874,385,000; (ii) a decrease in net assets by approximately RMB554,154,000; and (iii) a decrease in total liabilities by approximately RMB320,231,000. In addition, with a gain on the Deemed Disposal of approximately RMB298,243,000, China Silver Group's earnings, which represented the profit and total comprehensive income of the China Silver Group, would have been increased to approximately RMB372.5 million for the six months ended 30 June 2025. Pursuant to the unaudited pro forma financial information of the China Silver Group upon Completion as set out in Appendix III of this circular, as at 30 June 2025, the unaudited pro forma consolidated total assets and total liabilities of the China Silver Group upon Completion would be approximately RMB1,246,519,000 and RMB342,604,000, respectively.

After the Completion, although China Silver's share of net assets and operating results of Mount Everest Gold will decrease in accordance with the dilution of its interest in Mount Everest Gold after the Deemed Disposal and deconsolidation, China Silver is expected to continue to be a Controlling Shareholder of Mount Everest Gold and China Silver's interest in Mount Everest Gold will be accounted for as a separate line item as interest in an associate in balance sheet representing China Silver's share of net assets of Mount Everest Gold. As such, China Silver will continue to benefit from its share of net assets and operating results of Mount Everest Gold through its attributable equity interest in it. It is expected that China Silver will retain its remaining 33.66% share of Mount Everest Gold Group in the twelve months after the Completion and Deemed Disposal.

INFORMATION ON THE CHINA SILVER GROUP

China Silver, together with its subsidiaries, is a leading fully-integrated silver and precious metals enterprise in the PRC with two business segments, including (i) the manufacturing segment, i.e. manufacture, sales and trading of silver ingots, palladium and other non-ferrous metals in the PRC and (ii) the new jewellery retail segment operated under Mount Everest Gold (the "**New Jewellery Retail Segment**").

INFORMATION ON THE MOUNT EVEREST GOLD GROUP

Mount Everest Gold is a non-wholly owned subsidiary of China Silver. Together with its subsidiaries, Mount Everest Gold is a leading integrated online-and-offline internet-based jewellery retailer in the PRC with one business segment, which is the New Jewellery Retail Segment, i.e. design and sales of gold, silver, gem-set and other jewellery products in the PRC.

BUSINESS OF CHINA SILVER GROUP AFTER THE DEEMED DISPOSAL

After the Deemed Disposal and the consequential deconsolidation of Mount Everest Gold, the Remaining China Silver Group is expected to continue focusing on the manufacturing, sales and trading of high-quality silver ingots, palladium and other non-ferrous metals in the PRC while pursuing mine exploration and development as potential business opportunities with a view to enhance its control over upstream mining operations and secure a more stable supply of raw materials. For further details, please refer to the section headed "Business Review" in "Appendix IV – Management Discussion and Analysis of the Remaining China Silver Group" to this circular.

DEEMED DISPOSAL OF CHINA SILVER AND LISTING RULES IMPLICATIONS

As at the Latest Practicable Date, China Silver holds 500,000,033 Mount Everest Gold Shares, representing approximately 40.39% of the total issued share capital of Mount Everest Gold.

Immediately upon the Completion, Mount Everest Gold's financial results and financial positions will no longer be consolidated in the consolidated financial statements of the China Silver Group. However, China Silver's remaining 33.66% share of Mount Everest Gold Group's profit or loss will be recognized in China Silver's profit or loss using the equity method of accounting. By holding 33.66% in Mount Everest Gold immediately after the Completion, China Silver is also expected to continue to be a Controlling Shareholder of Mount Everest Gold immediately after the Completion.

As one or more applicable percentage ratio(s) in respect of the Deemed Disposal exceeds 75%, the Deemed Disposal constitutes a very substantial disposal by China Silver under Chapter 14 of the Listing Rules, and is therefore subject to the reporting, announcement, circular and the China Silver Shareholders' approval requirements under Chapter 14 of the Listing Rules.

The EGM will be convened for the China Silver Shareholders to consider and, if thought fit, approve the resolutions thereunder. To the best knowledge, information and belief of the Directors and having made reasonable enquiries, Subscriber D and Subscriber E holds approximately 1.18% and 1.35% of the existing issued share capital of the Company, respectively, and each of them has a material interest in the Subscription Agreements and transactions contemplated thereunder. In this regard, both Subscriber D and Subscriber E as well as their respective close associates shall abstain from voting at the EGM. To the best knowledge, information and belief of the Directors and having made reasonable enquiries, no other China Silver Shareholder is materially interested in the Subscription Agreements and transactions contemplated thereunder which requires it/him/her to abstain from voting on the proposed resolution(s) to approve the Subscription Agreements and transactions contemplated thereunder at the EGM.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

Reference is made to the Company's announcement dated 27 November 2025 in relation to, among other things, the proposed Increase in Authorised Share Capital and the announcement dated 7 November 2025 in relation to, among other things, the remaining subscription of 82,000,000 China Silver Shares to be issued under general mandate (the "**Remaining Subscription**").

The existing authorised share capital of the Company is HK$30,000,000 divided into 3,000,000,000 China Silver Shares of par value of HK$0.01 each. As at the Latest Practicable Date, 2,954,337,559 China Silver Shares are in issue and 45,662,441 China Silver Shares are authorised but unissued.

In order to accommodate the Remaining Subscription and to provide flexibility to the Company for future fundraising opportunities to facilitate the Company's future business plan and development, the Board proposed to increase the authorised share capital of the Company from HK$30,000,000 divided into 3,000,000,000 China Silver Shares to HK$50,000,000 divided into 5,000,000,000 China Silver Shares by the creation of an additional 2,000,000,000 China Silver Shares which, if issued, shall rank *pari passu* in all respects with the existing China Silver Shares (the "**Increase in Authorised Share Capital**"). The Board considers that the Increase in Authorised Share Capital is in the interests of the Company and the Chins Silver Shareholders as a whole as it ensures the full and proper allotment and issuance of China Silver Shares pursuant to the Remaining Subscription and provide flexibility for the Company's future fundraising and business development.

As at the Latest Practicable Date, save for the China Silver Shares to be issued pursuant to the Remaining Subscription, the Company has no present intention to issue China Silver Shares from any part of the authorised share capital of the Company to be increased but may or may not issue China Silver Shares in the future depending on market conditions and the financial needs of the Company.

The Increase in Authorised Share Capital is subject to the approval of the China Silver Shareholders by way of passing an ordinary resolution at the EGM and will become effective upon the approval by the China Silver Shareholders at the EGM.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 27 November 2025 in relation to, among other things, the proposed amendments to the existing M&A and the adoption of the New M&A.

The Board proposed to amend the existing M&A by adopting the New M&A in substitution for and to the exclusion of the existing M&A in order to, among other things, (i) update the authorised share capital of the Company pursuant to the Increase in Authorised Share Capital, (ii) align with the latest regulatory requirements under the Listing Rules in relation to the expanded paperless listing regime, the treasury share regime and the relevant amendments made to the Listing Rules and (iii) incorporate certain housekeeping amendments.

Details of the proposed amendments to the existing M&A are set out in Appendix VI to this circular. The proposed amendments to the existing M&A and the adoption of the New M&A are subject to approval by the China Silver Shareholders by way of a special resolution at the EGM and will be effective upon the approval by the China Silver Shareholders at the EGM.

The New M&A is prepared in English with no official Chinese version. Chinese translation of the proposed amendments set out in Appendix VI to the Chinese version of this circular is for reference only. In the event of any inconsistency, the English version shall prevail.

The Company's legal advisers as to Hong Kong laws and the laws of Cayman Islands have confirmed that the New M&A (which incorporates the proposed amendments) conforms with the relevant requirements of the Listing Rules and are not inconsistent with the laws of the Cayman Islands, respectively. The Company confirms that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

RECOMMENDATIONS

The Directors (including all the independent non-executive Directors) consider that (i) the benefits of the Subscription outweigh the potential downside from the Deemed Disposal and deconsolidation of Mount Everest Gold from China Silver, (ii) the terms of the Subscription Agreements and the transactions contemplated thereunder (including the Subscription and the Subscription Price) are fair and reasonable and in the interests of China Silver Shareholders as a whole, (iii) the proposed Increase in Authorised Share Capital and (iv) the proposed amendments to the existing M&A and the adoption of the New M&A are all in the interests of the Company and the China Silver Shareholders as a whole. Accordingly, the Board would recommend the China Silver Shareholders to vote in favor of the resolutions to be proposed at the EGM.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By order of the Board
CHINA SILVER GROUP LIMITED
Chen Wantian
Chairman

1. FINANCIAL INFORMATION OF THE CHINA SILVER GROUP

Financial information of the China Silver Group for each of the financial years ended 31 December 2022, 2023 and 2024 and for the six months ended 30 June 2025 are disclosed in the following documents which have been published both on the websites of the Stock Exchange (https://www.hkexnews.hk) and China Silver (www.chinasilver.hk):

(i) Interim report of the China Silver Group for the six months ended 30 June 2025 (pages 25 to 50)
https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0926/2025092600845.pdf

(ii) Annual report of the China Silver Group for the year ended 31 December 2024 (pages 67 to 167)
https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0422/2025042200507.pdf

(iii) Annual report of the China Silver Group for the year ended 31 December 2023 (pages 69 to 163)
https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0426/2024042601942.pdf

(iv) Annual report of the China Silver Group for the year ended 31 December 2022 (pages 66 to 155)
https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0428/2023042804579.pdf

2. INDEBTEDNESS

Borrowings

As at 31 October 2025, being the latest practicable date for the purpose of the indebtedness statement prior to the printing of this circular, the China Silver Group had the following indebtedness:

Bank borrowings

	RMB'000
– Short term bank loans, secured and guaranteed	241,640
– Short term bank loans, secured and unguaranteed	Nil
– Short term bank loans, unsecured and guaranteed	12,000
– Short term bank loans, unsecured and unguaranteed	8,000
	261,640

Bank borrowings amounting to approximately RMB241,640,000, carried interest ranging from 2.55% to 5.0%, were secured by the leasehold land and buildings, certain property, plant and equipment of the China Silver Group and certain assets of independent third parties of China Silver, and guaranteed by China Silver's director Mr. Chen Wantian, the spouse of Mr. Chen Wantian, Mount Everest Gold's director Mr. Chen He, certain directors of the subsidiaries of China Silver, certain subsidiaries of China Silver, or certain independent third parties of China Silver.

Bank borrowings amounting to approximately RMB12,000,000, carried interest ranging from 3.75% to 5.61%, were guaranteed by China Silver's director Mr. Chen Wantian, the spouse of Mr. Chen Wantian, Mount Everest Gold's director Mr. Qian Pengcheng, certain directors of the subsidiaries of China Silver or a subsidiary of China Silver.

Bank borrowing amounting to approximately RMB8,000,000, carried interest at 3.2%, were unsecured and unguaranteed.

Lease liabilities

As at 31 October 2025, the China Silver Group, as a lessee, had lease liabilities of carrying amounts of approximately RMB931,000, which was unsecured and unguaranteed.

Amounts due to non-controlling interests and the ultimate shareholder

As at 31 October 2025, the amounts due to non-controlling interests of RMB9,871,354 and the ultimate shareholder of RMB74,718,628 were non-trade in nature, unsecured, interest-free and repayable on demand.

Save as disclosed above and intra-group liabilities, the China Silver Group did not have any debt securities authorised or created but unissued, issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances (other than normal trade bills) or acceptance credits, debentures, mortgages, charges, finance leases, hire purchase commitments, guaranteed, unguaranteed, secured and unsecured borrowing and debt, or other material contingent liabilities as at 31 October 2025.

3. WORKING CAPITAL

The Directors, after due and careful consideration, are of the opinion that, after taking into account the Deemed Disposal and China Silver Group's available financial resources including cash and cash equivalent on hand, the internally generated funds and existing facilities, the China Silver Group has, sufficient working capital for its present requirement for the next twelve (12) months from the date of this circular.

China Silver has obtained the relevant confirmation as required under Rule 14.66(12) of the Listing Rules.

4. MATERIAL ADVERSE CHANGE

The Directors confirm that, save as disclosed in the Company's 2025 interim report and subject to other unpredictable circumstances, there has been no material adverse change in the financial or trading position of the China Silver Group since 31 December 2024, being the date of which the latest published audited consolidated accounts of China Silver had been made up, up to and including the Latest Practicable Date.

5. FINANCIAL AND TRADING PROSPECTS OF THE CHINA SILVER GROUP

Stepping into 2025, intensified macroeconomic uncertainty, geopolitical volatility, and escalating trade tensions significantly heightened demand for precious metals among consumers and investors. With the strong upward momentum in gold prices, the precious metals market has entered a phase of prosperity in 2025. In this regard, the China Silver Group has proactively adjusted its commercial strategy to shift its focus to gold and silver businesses, as evidenced by the joint acquisition of Jiangxi Yiding (which holds 100% equity interest in Xizang Shigatse) by China Silver and Mount Everest Gold on 26 June 2025, so as to expand the China Silver Group's upstream operations and further enhance its resource base. With this strategic move, the China Silver Group is exploring the business opportunities in mine exploration and development with the ultimate goal to become a fully integrated player, encompassing the entire spectrum from upstream exploration and mining of precious metals to downstream refining and manufacturing, thereby strengthening the China Silver Group's overall competitiveness and long-term profitability.

For the six months ended 30 June 2025, the China Silver Group recorded revenue of approximately RMB2,329.7 million, of which approximately 89.9% was contributed by the manufacturing segment and approximately 10.1% by the New Jewellery Retail Segment.

Upon Completion, the China Silver Group will continue to focus on its core manufacturing business while advancing its exploration and development of mines. Although the jewellery retail business currently operated by Mount Everest Gold will cease to be consolidated, its impact on the China Silver Group's overall financial performance for the current financial year is expected to be limited given the New Jewellery Retail Segment contributed only a small portion of the total revenue of the China Silver Group. Further, following the deconsolidation, China Silver's interest in Mount Everest Gold will be accounted for as an investment in associate using the equity method of accounting.

Looking ahead, the China Silver Group will continue to consolidate its leading position in the manufacturing segment while actively developing its upstream mineral exploration business with the Shigatse Mine to capture the synergies of an integrated silver and precious metals supply chain. The China Silver Group will continue to closely monitor the market developments and remain focused on strengthening its principal operations while exploring new opportunities to achieve sustainable growth and create long-term value for its shareholders.



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REPORT ON REVIEW OF FINANCIAL INFORMATION OF MOUNT EVEREST GOLD GROUP COMPANY LIMITED

(incorporated in the Cayman Islands with limited liability)

To the Board of Directors of China Silver Group Limited

Introduction

We have reviewed the unaudited historical financial information set out on pages II-3 to II-10 of this appendix which comprise the condensed consolidated statements of financial position of Mount Everest Gold Group Company Limited (the "**Disposal Company**") and its subsidiaries (together, the "**Disposal Group**") as of 31 December 2024, 2023 and 2022 and 30 June 2025, and the condensed consolidated statements of profit or loss and other comprehensive income, condensed consolidated statements of changes in equity and condensed consolidated statements of cash flows for each of the years ended 31 December 2024, 2023 and 2022 and the six months ended 30 June 2025 and 30 June 2024 and notes to the condensed consolidated financial statements (the "**Historical Financial Information**"). The Historical Financial Information has been prepared solely for the purpose of inclusion in the circular to be issued by China Silver Group Limited (the "**Company**") in connection with the deemed disposal of the Disposal Group in accordance with paragraph 14.68(2)(a)(i)(A) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

The directors of the Company (the "**Directors**") are responsible for the preparation and presentation of the Historical Financial Information of the Disposal Group in accordance with the basis of preparation set out in note 2 to the Historical Financial Information and paragraph 14.68(2)(a)(i) of the Listing Rules. The Directors are also responsible for such internal control as management determines is necessary to enable the preparation of Historical Financial Information that is free from material misstatement, whether due to fraud or error. The Historical Financial Information does not contain sufficient information to constitute a complete set of financial statements as defined in International Accounting Standard 1 "Presentation of Financial Statements" or an interim financial report as defined in International Accounting Standard 34 "Interim Financial Reporting" issued by International Accounting Standards Board. Our responsibility is to express a conclusion on this Historical Financial Information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Scope of Review

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and with reference to Practice Note 750, *Review of Financial Information under the Hong Kong Listing Rules for a Very Substantial Disposal* issued by the HKICPA. A review of the Historical Financial Information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the Historical Financial Information of the Disposal Group for the relevant periods is not prepared, in all material respects, in accordance with the basis of preparation set out in Note 2 to the Historical Financial Information.

LINKSFIELD CPA LIMITED
Certified Public Accountants
Chan Tsz Yeung
Practising Certificate Number: P08054

Hong Kong, 5 December 2025

A. CONDENSED CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Year ended 31 December			Six months ended 30 June	
	2022	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Continuing operations					
Revenue	1,790,311	410,458	157,570	98,509	236,328
Cost of sales	(1,737,930)	(373,526)	(109,162)	(71,962)	(136,495)
Gross profit	52,381	36,932	48,408	26,547	99,833
Other income, net	1,819	5,580	2,805	596	1,222
Other gains and (losses), net	(2,389)	(7,281)	(89)	(194)	213
Selling and distribution expenses	(41,812)	(19,758)	(15,482)	(8,662)	(10,326)
Administrative expenses	(36,915)	(27,683)	(23,580)	(10,135)	(34,074)
Research and development expenses	(281)	–	–	–	–
(Provision for) reversal of impairment loss under expected credit loss model, net	(1,549)	(2,907)	(2,301)	(2,908)	1,577
Finance costs	(4,655)	(5,579)	(5,412)	(2,373)	(2,755)
(Loss) profit before income tax	(33,401)	(20,696)	4,349	2,871	55,690
Income tax expense	(870)	(257)	(1,243)	(1,608)	(22,597)
(Loss) profit for the year/period from continuing operation	(34,271)	(20,953)	3,106	1,263	33,093
Discontinued operation					
Loss for the year/period from discontinued operation	–	(27,549)	(44,609)	(15,888)	–
Gain on disposal of subsidiaries	–	–	–	–	41,246
(Loss) profit and total comprehensive (expense) income for the year/period	(34,271)	(48,502)	(41,503)	(14,625)	74,339
(Loss) profit and total comprehensive (expense) income for the period attributable to:					
Owners of the Company	(25,603)	(34,998)	(23,187)	(10,986)	75,254
Non-controlling interests	(8,668)	(13,504)	(18,316)	(3,639)	(915)
	(34,271)	(48,502)	(41,503)	(14,625)	74,339
(Loss) profit for the period attributable to Owners of the Company arises from:					
Continuing operation	(25,603)	(20,953)	3,704	1,263	34,008
Discontinued operation	–	(14,045)	(26,891)	(12,249)	41,246
	(25,603)	(34,998)	(23,187)	(10,986)	75,254

B. CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	As at 31 December			As at 30 June
	2022	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Non-current assets				
Property, plant and equipment	12,683	10,142	7,424	83,979
Goodwill	12,476	12,476	–	–
Right-of-use assets	5,027	4,424	3,314	3,107
Intangible assets	6,196	5,421	5,469	11,000
Investment in associates	–	12	–	–
Deferred tax assets	3,087	3,726	4,376	3,826
Refundable rental deposits	762	–	–	–
	40,231	36,201	20,583	101,912
Current assets				
Inventories	993,691	980,549	973,502	929,074
Trade and other receivables	108,667	131,178	93,158	164,929
Amount due from immediate holding company	13,372	15,443	17,286	19,338
Amount due from a fellow subsidiary	–	2,944	15,038	17,280
Income tax recoverable	948	736	736	166
Bank balances and cash	475,214	419,510	429,290	532,186
Assets of a disposal group classified as held for sale	–	–	29,890	–
	1,591,892	1,550,360	1,558,900	1,662,973
Current liabilities				
Trade and other payables	126,199	113,862	72,639	215,667
Amounts due to fellow subsidiaries	3,341	3,825	336	2,290
Amounts due to related companies	8,964	3,584	5,577	8,492
Amount due to non-controlling interests	15,468	2,310	2,346	9,875
Lease liabilities – current portion	3,958	8,892	8,495	337
Contract liabilities	5,317	22,513	6,396	1,732
Income tax payable	5,637	6,761	8,501	29,928
Bank borrowings	84,062	94,000	89,000	88,500
Liabilities directly associated with assets classified as held for sale	–	–	97,732	–
	252,946	255,747	291,022	356,821
Net current assets	1,338,946	1,294,613	1,267,878	1,306,152
Total assets less current liabilities	1,379,177	1,330,814	1,288,461	1,408,064

	As at 31 December			As at 30 June
	2022	**2023**	**2024**	**2025**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Capital and reserves				
Share capital	842	842	842	842
Share premium and reserves	1,370,644	1,335,646	1,312,459	1,406,256
Equity attributable to the owners of the Company	1,371,486	1,336,488	1,313,301	1,407,098
Non-controlling interests	4,326	(9,178)	(25,044)	937
Total equity	1,375,812	1,327,310	1,288,257	1,408,035
Non-current liabilities				
Deferred tax liabilities	1,549	1,355	–	–
Lease liabilities – non-current portion	1,816	2,149	204	29
	3,365	3,504	204	29
Total equity and non-current liability	1,379,177	1,330,814	1,288,461	1,408,064

C. CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Attributable to owners of the Company										
	Share capital *RMB'000* (Unaudited)	**Share premium** *RMB'000* (Unaudited)	**Contribution reserve** *RMB'000* (Unaudited)	**Other reserve** *RMB'000* (Unaudited)	**Share option reserve** *RMB'000* (Unaudited)	**Statutory reserve** *RMB'000* (Unaudited)	**Exchange reserve** *RMB'000* (Unaudited)	**Retained profit** *RMB'000* (Unaudited)	**Subtotal** *RMB'000* (Unaudited)	**Attributable to non-controlling interests** *RMB'000* (Unaudited)	**Total equity** *RMB'000* (Unaudited)
At 1 January 2022	842	858,158	325,850	1,935	–	25,902	8	184,394	1,397,089	–	1,397,089
Acquisition of a subsidiary	–	–	–	–	–	–	–	–	–	12,994	12,994
Loss and total comprehensive expense for the year	–	–	–	–	–	–	–	(25,603)	(25,603)	(8,668)	(34,271)
At 31 December 2022	842	858,158	325,850	1,935	–	25,902	8	158,791	1,371,486	4,326	1,375,812
Loss and total comprehensive expense for the year	–	–	–	–	–	–	–	(34,998)	(34,998)	(13,504)	(48,502)
At 31 December 2023	842	858,158	325,850	1,935	–	25,902	8	123,793	1,336,488	(9,178)	1,327,310
Acquisition of a subsidiary	–	–	–	–	–	–	–	–	–	2,450	2,450
Transfer	–	–	–	–	–	331	–	(331)	–	–	–
Loss and total comprehensive expense for the year	–	–	–	–	–	–	–	(23,187)	(23,187)	(18,316)	(41,503)
At 31 December 2024	842	858,158	325,850	1,935	–	26,233	8	100,275	1,313,301	(25,044)	1,288,257
Share-based payments expenses	–	–	–	–	18,543	–	–	–	18,543	–	18,543
Profit (loss) and total comprehensive income (expense) for the period	–	–	–	–	–	–	–	75,254	75,254	(915)	74,339
Disposal of discontinued operation	–	–	–	–	–	–	–	–	–	26,896	26,896
At 30 June 2025	842	858,158	325,850	1,935	18,543	26,233	8	175,529	1,407,098	937	1,408,035
At 1 January 2024	842	858,158	325,850	1,935	–	25,902	8	123,793	1,336,488	(9,178)	1,327,310
Loss and total comprehensive expense for the period	–	–	–	–	–	–	–	(10,986)	(10,986)	(3,639)	(14,625)
At 30 June 2024	842	858,158	325,850	1,935	–	25,902	8	112,807	1,325,502	(12,817)	1,312,685

D. CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended 31 December			Six months ended 30 June	
	2022	**2023**	**2024**	**2024**	**2025**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Cash flows from operating activities					
(Loss) profit before income tax from:					
Continuing operation	(33,401)	(20,696)	4,349	2,871	55,690
Discontinued operation	–	(27,515)	(44,803)	(15,985)	41,246
(Loss) profit before income tax including discontinued operation	(33,401)	(48,211)	(40,454)	(13,114)	96,936
Adjustments for:					
Bank interest income	(1,146)	(1,669)	(707)	(544)	(710)
Gain on early termination of leases	–	(1)	–	–	–
Amortisation of intangible assets	774	775	774	387	–
Depreciation of property, plant and equipment	4,637	3,987	3,557	1,781	1,821
Depreciation of right-of-use assets	3,879	4,910	3,223	2,272	207
Finance costs	4,655	6,150	5,887	2,590	2,743
Impairment loss on goodwill	–	8,504	8,504	–	–
Share of loss of associates	–	28	–	–	–
Provision for(reversal of) impairment loss under expected credit loss model, net	1,549	13,989	30,359	6,063	(1,577)
Share-based payment expenses	–	–	–	–	18,543
Write-off of property, plant and equipment	569	–	–	–	2,710
Gain on disposal of discontinued operation	–	–	–	–	(41,246)
Operating cash flows before movements in working capital	(18,484)	(20,042)	11,143	7,939	79,427
Increase in refundable rental deposits	(55)	–	(31)	–	–
(Increase) decrease in inventories	(15,057)	13,142	6,491	5,404	44,428
Decrease (increase) in trade and other receivables	176,440	(35,738)	18,587	(13,859)	(150,064)
(Decrease) increase in trade and other payables	(70,459)	(12,337)	(7,891)	24,570	142,802
Increase (decrease) in contract liabilities	2,681	(1,733)	1,993	(1,636)	(3,845)
Cash generated from (used in) operations	75,066	(56,708)	30,292	22,418	112,748
Income tax (paid) refund	(715)	212	–	–	(164)
Net cash generated from (used in) operating activities	74,351	(56,496)	30,292	22,418	112,584

	Year ended 31 December			Six months ended 30 June	
	2022	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Cash flows from investing activities					
Capital injection in associates	–	(40)	–	–	–
Net cash inflows (outflows) of acquisition of a subsidiary	1,398	–	(2,487)	–	315
Interest received	1,146	1,669	707	544	710
Advance to immediate holding company	(116)	(2,071)	(1,843)	(949)	(2,059)
Repayment from immediate holding company	–	–	–	–	7
Purchase of property, plant and equipment	(755)	(1,446)	(1,246)	–	(1,191)
Advance to fellow subsidiaries	–	(3,164)	(19,697)	(9,541)	(2,262)
Repayment from fellow subsidiaries	–	220	7,603	–	20
Purchase of intangible assets	–	–	(4,997)	–	(5,531)
Net cash outflows on disposal of subsidiaries	–	–	–	–	(174)
Net cash used in investing activities	1,673	(4,832)	(21,960)	(9,946)	(10,165)
Cash flows from financing activities					
Proceeds from bank borrowings	90,267	94,000	3,000	5,000	88,500
Repayment of bank borrowings	(10,000)	(84,062)	–	–	(89,000)
Repayment of lease liabilities	(4,116)	(4,106)	(1,691)	(2,765)	(174)
Interest paid	(4,655)	(6,150)	(5,887)	(2,590)	(2,743)
Advances from a non-controlling interest	15,467	7,045	6,861	506	5,155
Repayment to a non-controlling interest	–	–	–	(41)	(1,676)
Repayment to a fellow subsidiary	(422)	(3,048)	(404)	(226)	(56)
Advance from a fellow subsidiary	–	2,017	440	–	–
Repayment to a related company	–	(72)	(397)	(400)	(3)
Net cash generated from (used in) financing activities	86,541	5,624	1,922	(516)	3
Net increase (decrease) in cash and cash equivalents	162,565	(55,704)	10,254	11,956	102,422
Cash and cash equivalents at the beginning of the year	312,649	475,214	419,510	419,510	429,764
Cash and cash equivalents of assets classified as held for sale	–	–	(474)	–	–
Cash and cash equivalents at the end of the year	475,214	419,510	429,290	431,466	532,186

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

1. General

Mount Everest Gold is incorporated in the Cayman Islands with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (stock code: 1815). The address of its registered office is Intertrust Corporate Services (Cayman) Limited, One Nexus Way, Camana Bay, Grand Cayman, KY1-9005, Cayman Islands and its principal place of business is Unit 5, 17/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong.

On 19 November 2025 (after trading hours), Mount Everest Gold entered into six Subscription Agreements with six Subscribers respectively, pursuant to which the Subscribers have conditionally agreed to subscribe for, and Mount Everest Gold has conditionally agreed to allot and issue, an aggregate of 247,500,000 Subscription Shares at the Subscription Price of HK$1.61 per Subscription Share.

Upon Completion, the shareholding interest of China Silver in Mount Everest Gold will be diluted from approximately 40.39% to approximately 33.66% (assuming there will be no other change in the issued share capital of Mount Everest Gold between the Latest Practicable Date and the date of the Completion). Immediately upon the Completion, Mount Everest Gold Group (the "**Disposal Group**") will cease to be subsidiaries of China Silver.

The condensed consolidated financial information are presented in Renminbi ("**RMB**") unless otherwise stated.

2. Basis of preparation of the condensed consolidated financial information

The unaudited financial information of the Disposal Group has been prepared in accordance with Rule 14.68(2)(a)(i)(A) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and is solely for the purpose of inclusion in the circular issued by the China Silver in connection with the Deemed Disposal.

The amounts included in the unaudited financial information of the Disposal Group for each of the three years ended 31 December 2022, 31 December 2023 and 31 December 2024 and the six months ended 30 June 2024 and 2025 have been prepared using the same accounting policies as those adopted by China Silver in the preparation of China Silver's annual consolidated financial statements for the year ended 31 December 2024, which conform with International Financial Reporting Standards ("**IFRS**") issued by the International Accounting Standards Board.

On 5 November 2024, a subsidiary of Mount Everest Gold Group entered into an equity transfer agreement with an independent third party to dispose of its fresh food segment. The transaction was completed on 13 January 2025. In accordance with IFRS 5 ''Non-current Assets Held for Sales and Discontinued Operations'', the financial results of the fresh food segment are reclassified and presented in the unaudited consolidated income statement and unaudited consolidated statement of cash flows as ''Discontinued Operation''.

The unaudited financial information does not contain sufficient information to constitute a complete set of financial statements as defined in International Accounting Standard 1 ''Presentation of Financial Statements'' or an interim financial report as defined in International Accounting Standard 34 ''Interim Financial Reporting'' issued by the International Accounting Standards Board and should be read in conjunction with China Silver's published annual consolidated financial statements for the year end 31 December 2024 and its interim report for the period ended 30 June 2025.

The following is an illustrative unaudited pro forma consolidated statement of financial position, unaudited pro forma consolidated statements of profit or loss and other comprehensive income and unaudited pro forma consolidated statement of cash flows of the Remaining China Silver Group (the "**Unaudited Pro Forma Financial Information**"), which have been prepared in accordance with paragraph 4.29 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and on the basis of the notes set out below, for the purpose of illustrating the effect of the Deemed Disposal as if it had taken place on 30 June 2025 for the unaudited pro forma consolidated balance sheet and 1 January 2024 for the unaudited pro forma consolidated statements of profit or loss and other comprehensive income and unaudited pro forma consolidated statement of cash flows.

The Unaudited Pro Forma Financial Information has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the financial position, financial results or cash flows of the Remaining China Silver Group had the Deemed Disposal been completed as at 30 June 2025 for the financial position or 1 January 2024 for the financial results and cash flows or at any future dates.

A. UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF THE REMAINING CHINA SILVER GROUP AS AT 30 JUNE 2025

	China Silver Group	Proforma adjustments			The Remaining China Silver Group
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
	(Note 1)	*(Note 2)*	*(Note 4)*	*(Note 9)*	
Non-current assets					
Property, plant and equipment	170,375	(83,979)	–	–	86,396
Right of use of Assets	18,914	(3,107)	–	–	15,807
Intangible assets	12,166	(11,000)	–	–	1,166
Deferred tax asset	4,290	(3,826)	–	–	464
Refundable rental deposit	55	–	–	–	55
Interests in associates	–	–	853,881	–	853,881
Total non-current assets	205,800	(101,912)	853,881	–	957,769
Current assets					
Inventories	1,083,295	(929,074)	–	–	154,221
Trade and other receivables	178,369	(164,929)	–	–	13,440
Amounts due from associate	–	(36,618)	–	36,618	–
Income tax recoverable	165	(166)	–	1	–
Pledged bank deposit	19,500	–	–	–	19,500
Bank balances and cash	633,775	(532,186)	–	–	101,589
Total current assets	1,915,104	(1,662,973)	–	36,619	288,750
Total assets	2,120,904	(1,764,885)	853,881	36,619	1,246,519
Current liabilities					
Trade and other payables	280,105	(224,159)	–	–	55,946
Amounts due to non-controlling interests	9,875	(9,875)	–	–	–
Amounts due to the ultimate shareholder	74,719	–	–	–	74,719
Amounts due from associate	–	(2,290)	–	36,618	34,328
Lease Liabilities	978	(337)	–	–	641
Contract liabilities	1,732	(1,732)	–	–	–
Deferred income	714	–	–	–	714
Income tax payable	29,928	(29,928)	–	1	1
Short term borrowings	263,500	(88,500)	–	–	175,000
Total current liabilities	661,551	(356,821)	–	36,619	341,349
Net current assets (liabilities)	1,253,553	(1,306,152)	–	–	(52,599)
Total assets less current liabilities	1,459,353	(1,408,064)	853,881	–	905,170

	China Silver Group	Proforma adjustments			The Remaining China Silver Group
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
	(Note 1)	*(Note 2)*	*(Note 4)*	*(Note 9)*	
Non-current liabilities					
Lease Liabilities	272	(29)	–	–	243
Deferred income	1,012	–	–	–	1,012
Total non-current liabilities	1,284	(29)	–	–	1,255
Net assets	1,458,069	(1,408,035)	853,881	–	903,915
Equity					
Share Capital	19,528	(842)	842	–	19,528
Share premium and Reserves	587,051	(1,406,256)	1,704,491	–	885,286
Equity attributable to owners of the Company	606,579	(1,407,098)	1,705,333	–	904,814
Non-controlling interests	851,490	(937)	(851,452)	–	(899)
Total equity	1,458,069	(1,408,035)	853,881	–	903,915

B. UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME OF THE REMAINING CHINA SILVER GROUP FOR THE YEAR ENDED 31 DECEMBER 2024

	China Silver Group	Proforma adjustments					The Remaining China Silver Group
	RMB'000 (Note 1)	*RMB'000* (Note 2)	*RMB'000* (Note 3)	*RMB'000* (Note 6)	*RMB'000* (Note 7)	*RMB'000* (Note 8)	*RMB'000*
CONTINUING OPERATIONS							
Revenue	4,313,714	(157,570)	3,956	–	–	–	4,160,100
Cost of sales and services provided	(4,202,621)	109,162	(3,815)	–	–	–	(4,097,274)
Gross profit	111,093	(48,408)	141	–	–	–	62,826
Other income	5,740	(2,805)	600	–	–	–	3,535
Other gains and losses	(2,545)	89	–	–	–	–	(2,456)
Selling and distribution expenses	(18,636)	15,482	–	–	–	–	(3,154)
Administrative expenses	(44,375)	23,580	(595)	–	–	(1,000)	22,390
Research and development expenses	(789)	–	–	–	–	–	(789)
Provision for impairment loss under expected credit loss model, net	(2,301)	2,301	–	–	–	–	–
Finance costs	(26,639)	5,412	(5)	–	–	–	(21,232)
Loss on Deemed Disposal	–	–	–	(426,272)	–	–	(426,272)
Share of results of associates	–	–	–	–	(13,970)	–	(13,970)
Profit (loss) before tax	21,548	(4,349)	141	(425,272)	(13,970)	(1,000)	(423,902)
Income tax credit	859	1,243	(36)	–	–	–	2,066
Profit (loss) for the year from continuing operations	22,407	(3,106)	105	(426,272)	(13,970)	(1,000)	(421,836)
DISCONTINUED OPERATION							
Loss for the year from discontinued operation	(44,609)	44,609	–	–	–	–	–
Loss for the year	(22,202)	41,503	105	(426,272)	(13,970)	(1,000)	(421,836)
Other comprehensive income after tax:							
Items that may be reclassified to profit or loss:							
Reclassification of translation reserve to profit or loss upon Deemed Disposal	–	–	–	8	–	–	8
Total comprehensive income for the year	(22,202)	41,503	105	(426,264)	(13,970)	(1,000)	(421,828)
Profit (loss) for the year attributable to:							
Owners of China Silver	9,966	9,365	105	(426,272)	(13,970)	(1,000)	(421,806)
Non-controlling interests	(32,168)	32,138	–	–	–	–	(30)
	(22,202)	41,503	105	(426,272)	(13,970)	(1,000)	(421,836)
Total comprehensive income (expense) for the year attributable to:							
Owners of China Silver	9,966	9,365	105	(426,264)	(13,970)	(1,000)	(421,798)
Non-controlling interests	(32,168)	32,138	–	–	–	–	(30)
	(22,202)	41,503	105	(426,264)	(13,970)	(1,000)	(421,828)

C. UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF CASH FLOWS OF THE REMAINING CHINA SILVER GROUP FOR THE YEAR ENDED 31 DECEMBER 2024

	China Silver Group	Proforma adjustments					The Remaining China Silver Group
	RMB'000 (Note 1)	*RMB'000* (Note 2)	*RMB'000* (Note 3)	*RMB'000* (Note 6)	*RMB'000* (Note 7)	*RMB'000* (Note 8)	*RMB'000*
OPERATING ACTIVITIES							
Loss before tax	(23,255)	40,454	141	(426,272)	(13,970)	(1,000)	(420,837)
Adjustments for:							
Loss on Deemed Disposal	–	–	–	426,272	–	–	426,272
Share of results of associates	–	–	–	–	13,970	–	13,970
Amortisation of intangible assets	1,136	(774)	–	–	–	–	362
Bank interest income	(1,905)	707	–	–	–	–	(1,198)
Depreciation of property, plant and equipment	14,636	(3,557)	–	–	–	–	11,079
Depreciation of right-of-use assets	4,030	(3,223)	–	–	–	–	807
Finance costs	27,114	(5,887)	–	–	–	–	21,227
Provision for impairment loss under ECL, net	30,359	(30,359)	–	–	–	–	–
Impairment of goodwill	8,504	(8,504)	–	–	–	–	–
Write-off of property, plant and equipment	321	–	–	–	–	–	321
Write-off of intangible asset	1,800	–	–	–	–	–	1,800
Release of deferred income	(714)	–	–	–	–	–	(714)
Operating cash flows before movements in working capital	62,026	(11,143)	141	–	–	(1,000)	50,024
Increase in refundable rental deposit	(33)	–	–	–	–	–	(33)
Increase in inventories	(24,924)	(6,491)	(141)	–	–	–	(31,556)
Increase in trade and other receivables	(43,658)	7,922	–	–	–	–	(35,736)
Decrease in trade and other payables	(59,860)	(18,587)	–	–	–	1,000	(77,447)
Increase in contract liabilities	1,993	(1,993)	–	–	–	–	–
Net cash used in operating activities	(64,456)	(30,292)	–	–	–	–	(94,748)
INVESTING ACTIVITIES							
Acquisition of a subsidiary	(2,487)	2,487	–	–	–	–	–
Placement of pledged bank deposits	(85,700)	–	–	–	–	–	(85,700)
Withdrawal of pledged bank deposits	153,800	–	–	–	–	–	153,800
Interest received	1,905	(707)	–	–	–	–	1,198
Advance to immediate holding company	–	1,843	–	–	–	–	1,843
Purchase of property, plant and equipment	(1,246)	1,246	–	–	–	–	–
Advance to fellow subsidiary	–	19,697	–	–	–	–	19,697
Repayment from fellow subsidiary	–	(7,603)	–	–	–	–	(7,603)
Purchase of intangible assets	(4,997)	4,997	–	–	–	–	–
Net cash from investing activities	61,275	21,960	–	–	–	–	83,235

	China Silver Group	Proforma adjustments					The remaining China Silver Group
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
	(Note 1)	*(Note 2)*	*(Note 3)*	*(Note 6)*	*(Note 7)*	*(Note 8)*	
FINANCING ACTIVITIES							
Repayment of lease liabilities	(2,014)	1,691	–	–	–	–	(323)
Advances from a non-controlling interest	6,861	(6,861)	–	–	–	–	–
Proceed from Bank borrowings	365,384	(92,000)	–	–	–	–	273,384
Repayment of Bank borrowings	(377,663)	89,000	–	–	–	–	(288,663)
Interest paid	(27,263)	5,887	–	–	–	–	(21,376)
Advance from a ultimate shareholder	40,010	397	–	–	–	–	40,407
Repayment to fellow subsidiaries	–	404	–	–	–	–	404
Advance from fellow subsidiaries	–	(440)	–	–	–	–	(440)
Net cash from financing activities	5,315	(1,922)	–	–	–	–	3,393
Net increase/(decrease) in cash and cash equivalents	2,134	(10,254)	–	–	–	–	(8,120)
Cash and cash equivalents at beginning of the year	524,682	(419,510)	–	–	–	–	105,172
Cash and cash equivalents of assets classified as held for sale	(474)	474	–	–	–	–	–
Cash and cash equivalents at end of year	526,342	(429,290)	–	–	–	–	97,052

NOTES TO THE UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE REMAINING CHINA SILVER GROUP

1. The unaudited condensed consolidated statement of financial position as at 30 June 2025 was extracted from the published interim report of China Silver for the six months ended 30 June 2025, while the audited consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows of China Silver Group for the year ended 31 December 2024 were extracted from the published annual report of China Silver for the year ended 31 December 2024.

2. The amounts have been extracted from the unaudited consolidated statement of financial position of Mount Everest Gold Group as at 30 June 2025, and the unaudited consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows of Mount Everest Gold Group for the year ended 31 December 2024 in Appendix II to this circular.

3. Being the relevant elimination adjustments for Mount Everest Gold Group in the consolidation level of China Silver Group, which includes: (i) the transactions between Mount Everest Gold Group and China Silver Group which represented the rental of factory premises by Mount Everest Gold Group from China Silver Group of approximately RMB0.6 million for the year ended 31 December 2024; and (ii) trading of silver ingots from China Silver Group to Mount Everest Gold Group of approximately RMB4 million for the year ended 31 December 2024.

4. For the purpose of the unaudited pro forma consolidated statement of financial position of the Remaining China Silver Group, it is assumed that the Subscription Shares are subscribed in full and the Deemed Disposal has been completed on 30 June 2025. Based on the assessment of facts and circumstances, the directors of China Silver considered that China Silver Group would lose control over Mount Everest Gold Group and would have significant influence over Mount Everest Gold Group upon the completion of Deemed Disposal. Upon the completion of Deemed Disposal, the equity interest in Mount Everest Gold Group held by China Silver Group would decrease from approximately 40.39% to 33.66% as of 1 July 2025. Accordingly, Mount Everest Gold Group ceased to be subsidiaries of China Silver Group as from 30 June 2025 and Mount Everest Gold Group would become an associate of China Silver Group with effect from the same date and Mount Everest Gold Group has since been accounted for in the consolidated financial statements using the equity method of accounting.

   The adjustment represents the recognition of interests in associates and the gain on Deemed Disposal, as if the Subscription Shares are subscribed in full and the Deemed Disposal has been completed on 30 June 2025, where Mount Everest Gold Group becomes an associate of China Silver Group:

	Notes	*RMB'000*
Net assets disposed of Mount Everest Gold Group	*a*	(1,408,035)
Non-controlling interests of Mount Everest Gold Group	*b*	852,389
Reclassification of cumulative translation reserve upon Deemed Disposal to profit of loss	*c*	8
Fair value of the retained equity interest of approximately 33.66% in Mount Everest Gold Group	*d*	853,881
Gain on Deemed Disposal of Mount Everest Gold Group		298,243

Notes:

a. The amount of net assets of Mount Everest Gold Group disposed of as at 30 June 2025 is extracted from the unaudited condensed consolidated statement of financial position of Mount Everest Gold Group as set out in Appendix II to this circular.

b. The non-controlling interests of Mount Everest Gold Group represents the share of portion of non-controlling interests of Mount Everest Gold Group at the consolidation level of China Silver Group as at 30 June 2025.

c. The amount represents the cumulative translation reserve arising from Mount Everest Gold Group as at 30 June 2025.

d. The fair value of the retained equity interest of approximately 33.66% in Mount Everest Gold Group is based on 500,000,033 Mount Everest Gold's share held by China Silver Group at the share price of Mount Everest Gold of HK$1.87 (equivalent to approximately RMB1.71) as at 30 June 2025.

5. For illustration purpose of the unaudited pro forma consolidated statement of profit or loss and other comprehensive income and the unaudited pro forma consolidated statement of cash flows of the Remaining China Silver Group for the year ended 31 December 2024, it is assumed that the Subscription Shares are subscribed in full and the Deemed Disposal has been completed on 1 January 2024, the directors of China Silver assumed China Silver Group would lose control over Mount Everest Gold Group and would retain significant influence over Mount Everest Gold Group upon the completion of Deemed Disposal. Accordingly, Mount Everest Gold Group ceased to be subsidiaries of China Silver Group as from 1 January 2024 and Mount Everest Gold Group would become an associate of China Silver Group with effect from the same date and Mount Everest Gold Group has since been accounted for in the consolidated financial statements using the equity method of accounting.

The adjustment represents the recognition of interests in associates and the gain on Deemed Disposal, as if the Subscription Shares are subscribed in full and the Deemed Disposal has been completed on 1 January 2024, where Mount Everest Gold Group becomes an associate of China Silver Group:

	Notes	*RMB'000*
Net assets disposed of Mount Everest Gold Group	*a*	(1,327,310)
Non-controlling interests of Mount Everest Gold Group	*b*	787,497
Reclassification of cumulative translation reserve upon Deemed Disposal to profit of loss	*c*	8
Fair value of the retained equity interest of approximately 33.66% in Mount Everest Gold Group	*d*	113,533
Loss on Deemed Disposal of Mount Everest Gold Group		(426,272)

Notes:

a. The amount of net assets of Mount Everest Gold Group disposed of as at 1 January 2024 is extracted from the unaudited condensed consolidated statement of financial position of Mount Everest Gold Group as at 31 December 2023 as set out in Appendix II to this circular.

b. The non-controlling interests of Mount Everest Gold Group represents the share of portion of non-controlling interests of Mount Everest Gold Group at the consolidation level of China Silver Group as at 1 January 2024.

c. The amount represents the cumulative translation reserve arising from Mount Everest Gold Group as at 1 January 2024.

d. The fair value of the retained equity interest of approximately 33.66% in Mount Everest Gold Group is based on 500,000,033 Mount Everest Gold's share held by China Silver Group at the share price of Mount Everest Gold of HK$0.25 (equivalent to approximately RMB0.23) as at 1 January 2024.

6. The adjustment represents the share of Mount Everest Gold Group's loss using equity method of approximately RMB14.0 million during the year ended 31 December 2024, as if the Deemed Disposal has been completed on 1 January 2024 where Mount Everest Gold Group would become an associate of China Silver Group with effect from 1 January 2024. This adjustment is expected to have a continuing effect to the Remaining China Silver Group.

7. The adjustment represents the estimated transaction costs of approximately RMB1 million, including accountancy, legal and other professional services related to the Deemed Disposal. The expenses are charged to profit or loss directly. This adjustment has no continuing effect to the financial statements of Remaining China Silver Group in subsequent years.

8. The adjustment represents the reallocation of accounts.

9. Apart from the above, no other adjustment has been made to reflect any trading results or other transactions of China Silver Group entered into subsequent to 31 December 2024 or 30 June 2025 for the purpose of preparation of the unaudited pro forma financial information of the Remaining China Silver Group.

The following is the text of a report received from Linksfield CPA Limited, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this circular.



LINKSFIELD CPA LIMITED
金道連城會計師事務所有限公司
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INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

To the Directors of China Silver Group Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of China Silver Group Limited (the "**Company**") and its subsidiaries (collectively the "**China Silver Group**") excluding Mount Everest Gold Group Company Limited and its subsidiaries (the "**Disposal Group**") by the directors of the Company (the "**Directors**") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma consolidated statement of financial position as at 30 June 2025, the unaudited pro forma consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2024 and the unaudited pro forma consolidated statement of cash flows for the year ended 31 December 2024, and related notes (the "**Unaudited Pro Forma Financial Information**") as set out on pages III-2 to III-9 of the Company's circular dated 5 December 2025, in connection with the proposed deemed disposal of the Disposal Group (the "**Transaction**") by the Company. The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described on page III-1 of the Circular.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the Transaction on the China Silver Group's financial position as at 30 June 2025 and the China Silver Group's financial performance and cash flows for the year ended 31 December 2024 as if the Transaction had taken place at 30 June 2025 and 1 January 2024 respectively. As part of this process, information about the China Silver Group's financial position, financial performance and cash flows has been extracted by the Directors from the China Silver Group's financial statements for the period ended 30 June 2025, on which no audit or review report has been published and year ended 31 December 2024, on which an audit report has been published.

Directors' Responsibilities for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and with reference to Accounting Guideline 7 *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* ("**AG 7**") issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**").

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the *Code of Ethics for Professional Accountants* issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

The firm applies Hong Kong Standard on Quality Management (HKSQM) 1, *Quality Management for Firms that perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, issued by HKICPA, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants' Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by the HKICPA. This standard requires that the reporting accountant plans and perform procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of unaudited pro forma financial information included in a circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Transaction at 30 June 2025, 1 January 2024 and 31 December 2024 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the company, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

(a) the Unaudited Pro Forma Financial Information has been properly compiled by the Directors on the basis stated;

(b) such basis is consistent with the accounting policies of the China Silver Group; and

(c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

LINKSFIELD CPA LIMITED
Certified Public Accountants
Chan Tsz Yeung
Practising Certificate Number: P08054

Hong Kong, 5 December 2025

Set out below is the management discussion and analysis on the continuing operations of the Remaining China Silver Group for the years ended 31 December 2022, 2023 and 2024 and the six months ended 30 June 2025.

The financial data in respect of the Remaining China Silver Group, for the purpose of this circular, is derived from the consolidated financial statements of China Silver for the reporting periods. For further financial information of the China Silver Group, please refer to the section headed "Management Discussion and Analysis" of China Silver's annual report for the years ended 31 December 2022, 2023 and 2024 and China Silver's interim report for the six months ended 30 June 2025. For the purpose of this circular and for illustration purpose only, the management discussion and analysis of the China Silver Group below is based on the assumption that the Completion took place on 31 December 2021 (with a total of 247,500,000 new Mount Everest Gold Shares having been issued by Mount Everest Gold) and investment in Mount Everest Gold is classified as an associate company thereafter.

OVERVIEW

Following the Deemed Disposal, the Remaining China Silver Group will continue to operate as a fully-integrated silver and precious metals enterprise, with no change to the principal businesses of the China Silver Group.

FINANCIAL RESULTS

For the six months ended 30 June 2025

The revenue of the Remaining China Silver Group for the six months ended 30 June 2025 was approximately RMB2,109.2 million (1H2024: RMB2,224.3 million), representing a decrease of approximately 5.2% from that of 1H2024.

The Remaining China Silver Group recorded gross profit of approximately RMB42.2 million for the six months ended 30 June 2025 (1H2024: RMB42.3 million), a decrease of approximately 0.2% as compared to that of 1H2024. The overall gross profit margin of the Remaining China Silver Group increased to approximately 2.0% for this year (1H2024: 1.9%).

The profit attributable to the owners of China Silver amounted to approximately RMB54.7 million for the six months ended 30 June 2025 (1H2024: RMB19.2 million) representing an increase of approximately RMB35.5 million, or 184.9%.

For the year ended 31 December 2024

The revenue of the Remaining China Silver Group for the year ended 31 December 2024 was approximately RMB4,160.1 million (2023: RMB5,093.0 million), representing a decrease of approximately 18.3% from that of 2023.

The Remaining China Silver Group recorded gross profit of approximately RMB61.7 million for the year ended 31 December 2024 (2023: RMB70.0 million), a decrease of approximately 11.9% as compared to that of 2023. The overall gross profit margin of the Remaining China Silver Group increased to approximately 1.48% for this year (2023: 1.37%).

The profit attributable to the owners of China Silver amounted to approximately RMB4.6 million for the year ended 31 December 2024 (2023: RMB11.1 million) representing a decrease of approximately RMB6.5 million, or 58.6%.

For the year ended 31 December 2023

The revenue of the Remaining China Silver Group for the year ended 31 December 2023 was approximately RMB5,093.0 million (2022: RMB1,525.0 million), representing an increase of approximately 234.0% from that of 2022.

The Remaining China Silver Group recorded gross profit of approximately RMB70.0 million for the year ended 31 December 2023 (2022: RMB15.4 million), an increase of approximately 354.5% as compared to that of 2022. The overall gross profit margin of the Remaining China Silver Group increased to approximately 1.37% for this year (2022: 1.01%).

The profit attributable to the owners of China Silver amounted to approximately RMB11.1 million for the year ended 31 December 2023 (2022: RMB47.2 million) representing a decrease of profit of approximately RMB36.1 million, or 76.5%.

For the year ended 31 December 2022

The revenue of the Remaining China Silver Group for the year ended 31 December 2022 was approximately RMB1,525.0 million (2021: RMB2,303.5 million), representing a decrease of approximately 33.8% from that of 2021.

The Remaining China Silver Group recorded gross profit of approximately RMB16.4 million for the year ended 31 December 2022 (2021: RMB138.9 million), a decrease of approximately 88.2% as compared to that of 2021. The overall gross profit margin of the Remaining China Silver Group decreased to approximately 1.1% for this year (2021: 6.0%).

The profit attributable to the owners of China Silver amounted to approximately RMB47.2 million for the year ended 31 December 2022 (2021: RMB2,412.9 million) representing a decrease of approximately RMB2,365.7 million.

BUSINESS REVIEW

Business model

After the Deemed Disposal and the consequential deconsolidation of Mount Everest Gold, the Remaining China Silver Group is expected to continue focusing on the manufacturing, sales and trading of high-quality silver ingots, palladium and other non-ferrous metals in the PRC while pursuing mine exploration and development as potential business opportunities with a view to enhance its control over upstream mining operations and secure a more stable supply of raw materials.

Manufacturing segment

The Remaining China Silver Group's manufacturing segment (namely manufacturing, sales and trading of silver ingots, palladium and other non-ferrous metals in the PRC) focuses on the manufacturing of high-grade silver ingots for industrial and trading purposes and is one of the leading silver producers in the PRC. Meanwhile, the Remaining China Silver Group applied a proprietary production model to manufacture high-quality silver ingots, palladium and the metal by-products derived therefrom.

The Remaining China Silver Group's revenue recognized in the manufacturing segment during the years ended 31 December 2022, 2023, 2024 and the six months ended 30 June 2025 amounted to approximately RMB1,525.0 million, RMB5,093.0 million, RMB4,160.1 million and RMB2,109.2 million.

Potential business opportunities in mine exploration and development

With the newly acquired equity interest in Jiangxi Yiding (which in turn holds 100% equity interest in Xizang Shigatse, a company principally engaged in the exploration of lead and zinc mines with a right to conduct general exploration on mineral resources in the Shigatse Mine) in July 2025, the Remaining China Silver Group is pursuing the mine exploration and development as potential business opportunities with an aim to enhance its control over upstream mining operations and secure a more stable supply of raw materials, thus strengthening vertical integration, boosting its business growth and fostering long-term development. Upon the completion of the Deemed Disposal, it is expected that the 20% equity interest in Jiangxi Yiding (which in turn holds 100% equity interest in Xizang Shigatse and the Shigatse Mine) held by the China Silver Group will be accounted for as investment in an associate under the equity method in the consolidated statement of financial position of the China Silver Group.Apart from the equity interest in the Shigatse Mine, the Remaining China Silver Group does not have any other mining assets upon the Completion and the Deemed Disposal.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2022, 2023, 2024 and 30 June 2025, the Remaining China Silver Group had aggregate bank and other borrowings amounted to approximately RMB322.3 million, RMB327.2 million, RMB311.9 million and RMB175.0 million (among which approximately RMB213.3 million, RMB175.5 million, RMB272.0 million and RMB103.5 million respectively was carried at fixed interest rates). The gearing ratio of the Remaining China Silver Group, calculated as a ratio of total bank and other borrowings to total equity, for the year ended 31 December 2022, 2023, 2024 and the six months period ended 30 June 2025 were approximately 0.53, 0.53, 0.50, and 0.22. As at 31 December 2022, 2023, 2024 and 30 June 2025, the Remaining China Silver Group has net current assets of approximately RMB-275.0 million, RMB-208.2 million, RMB-176.0 million and RMB-51.2 million. Current ratios were approximately 0.567, 0.617, 0.648, and 0.843 as at 31 December 2022, 2023, 2024 and 30 June 2025. The cash and cash equivalents as at 31 December 2022, 2023, 2024 and 30 June 2025 were approximately RMB114.0 million, RMB105.1 million, RMB97.1 million and RMB101.6 million.

The maturity profile of the Remaining China Silver Group's secured bank borrowings is set out below:

(a) As at 31 December 2022, all bank and other borrowings classified as repayable on demand or within one year was RMB322.3 million.

(b) As at 31 December 2023, all bank and other borrowings classified as repayable on demand or within one year was RMB327.2 million.

(c) As at 31 December 2024, all bank and other borrowings classified as repayable on demand or within one year was RMB311.9 million.

(d) As at 30 June 2025, all bank and other borrowings classified as repayable on demand or within one year was RMB175.0 million.

As at 31 December 2022, 2023, 2024 and 30 June 2025, the Remaining China Silver Group's bank and other borrowings carry interest ranged from 3.60% to 6.45%, 3.45% to 6.25%, 5.00% to 10.95% and 4.95% to 5.61% respectively.

PLEDGE OF ASSETS

As at 31 December 2022, 2023, 2024 and 30 June 2025, assets of the Remaining China Silver Group with the following carrying amounts were pledged to secure the bills payables and bank borrowings:

	As at 30 June 2025	As at 31 December 2024	As at 31 December 2023	As at 31 December 2022
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
– Property, plant and equipment	47,134	49,948	57,766	61,205
– Leasehold land (included in right-of-use assets)	14,938	15,155	15,590	16,025
– Pledged bank deposits	19,500	39,800	107,900	166,900
	81,572	104,903	181,256	244,130

FUNDING AND TREASURY POLICY

The Remaining China Silver Group was principally financed by internal resources and bank and other borrowings during the years ended 31 December 2022, 2023, 2024 and the six months period ended 30 June 2025 to generate source of funds for its business operations. The Remaining China Silver Group regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations.

EXPOSURE ON FOREIGN EXCHANGE FLUCTUATIONS AND HEDGING ARRANGEMENTS

As almost all of the Remaining China Silver Group's assets, liabilities, revenues, costs and expenses were denominated in RMB, the management believes that foreign exchange exposure of the Remaining China Silver Group is minimal. The management further confirms that no foreign exchange hedging arrangement has been made and no financial instruments were used for hedging purpose.

CONTINGENT LIABILITIES

The Remaining China Silver Group did not have any significant contingent liabilities as at 31 December 2022, 2023, 2024 and 30 June 2025.

CAPITAL EXPENDITURE

For the year ended 31 December 2022, 2023, 2024 and the six months period ended 30 June 2025, the Remaining China Silver Group invested approximately RMB9.7 million, RMB5.4 million, nil and nil on the acquisition of property, plant and equipment.

CAPITAL COMMITMENTS

As at 31 December 2022, 2023, 2024 and 30 June 2025, the Remaining China Silver Group had capital commitments of RMB0.4 million, nil, nil and RMB2.0 million in respect of capital expenditure contracted for but not provided.

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES AND FUTURE PLANS

For details on significant investments, material acquisitions and disposals of subsidiaries, associates and joint ventures by the China Silver Group in the course of the past financial year, please refer to ''Appendix V – 7. Material Contracts'' in this circular. Saved as disclosed herein, China Silver Group had no significant investment or material acquisition or disposal of subsidiaries, associates and joint ventures in the past financial year.

The Remaining China Silver Group does not have any plans relating to material investment or capital asset as at the Latest Practicable Date. Nonetheless, if any potential investment opportunity arises in the coming future, the Remaining China Silver Group will perform feasibility studies and prepare implementation plans to consider whether it is beneficial to the Remaining China Silver Group and its shareholders as a whole.

EMPLOYEES

As at 31 December 2022, 2023, 2024 and 30 June 2025, the Remaining China Silver Group had 109, 59, 55 and 56 employees. Total remuneration amounted to approximately RMB13.4 million, RMB10.4 million, RMB9.6 million and RMB3.9 million for the year ended 31 December 2022, 2023, 2024 and the six months period ended 30 June 2025 respectively. The Remaining China Silver Group's remuneration packages are in line with the current legislation in the relevant jurisdictions, the experience and qualifications of individual employees and the general market conditions. Bonuses are linked to the Remaining China Silver Group's financial results as well as to individual performances.

CONTINUING CONNECTED TRANSACTION OF MOUNT EVEREST GOLD WITH THE REMAINING CHINA SILVER GROUP AFTER THE DEEMED DISPOSAL

As disclosed in the announcement of Mount Everest Gold dated 3 November 2023 and the 2024 annual report of Mount Everest Gold for the year ended 31 December 2024, on 3 November 2023, Jiangxi Jiyin (a wholly-owned subsidiary of Mount Everest Gold) and Jiangxi Longtianyong (a wholly-owned subsidiary of China Silver) entered into a framework purchase agreement in relation to the Mount Everest Gold Group's sourcing of silver ingots from Jiangxi Longtianyong for the period from 1 January 2024 to 31 December 2026 (the "**2024-2026 Framework Purchase Agreement**"). The terms and annual caps for the three years ending 31 December 2024, 2025 and 2026 of the 2024-2026 Framework Purchase Agreement were approved by the independent shareholders at the extraordinary general meeting of Mount Everest Gold held on 13 December 2023. The annual cap for the year ended 31 December 2024 under the 2024-2026 Framework Purchase Agreement was RMB150.0 million and the total amount of purchase under the 2024-2026 Framework Purchase Agreement during the year ended 31 December 2024 was approximately RMB1.2 million. Further details of the 2024-2026 Framework Purchase Agreement and the transactions thereunder are set out in the announcement and circular of Mount Everest Gold dated 3 November 2023 and 23 November 2023 respectively.

Immediately upon the Completion and the Deemed Disposal, by holding 33.66% in Mount Everest Gold, China Silver will remain as a connected person of Mount Everest Gold under Rule 14A.07(1) of the Listing Rules. Jiangxi Longtianyong, as a wholly-owned subsidiary of China Silver, will remain as an associate of China Silver under Rule 14A.13(1) of the Listing Rules and hence a connected person of Mount Everest Gold under Rule 14A.07(4) of the Listing Rules. As such, the transactions between Jiangxi Jiyin and Jiangxi Longtianyong will continue to be a continuing connected transaction of Mount Everest Gold with the Remaining China Silver Group immediately after the Deemed Disposal.

Save as disclosed above, upon completion of the Deemed Disposal, there is no other continuing connected transaction of Mount Everest Gold with the Remaining China Silver Group that is required to be disclosed according to Chapter 14A of the Listing Rules. Mount Everest Gold will comply with the applicable requirements under Chapter 14A of the Listing Rules as and when appropriate.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to China Silver. The Directors, after having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

(a) Directors' Interest in China Silver Shares, Underlying China Silver Shares and Debentures

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company in the shares of the Company (the "**Shares**"), underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**")) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO), or (ii) which were required, pursuant to section 352 of the SFO, to be entered into the register maintained by the Company, or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix C3 to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") were as follows:

Long positions in the shares of the Company

Name of Director	Capacity/Nature of interest	Number of Shares[1]	Class of Shares	Approximate % of Interest in the Company
Mr. Chen Wantian	Beneficiary of a trust[2]	308,222,187	Ordinary	10.43%
	Beneficial interest[2]	1,050,000	Ordinary	0.04%
Mr. Song Guosheng	Beneficial interest[3]	456,797	Ordinary	0.02%

Notes:

1. All interests are long positions.

2. Mr. Chen Wantian is deemed to be interested in 308,222,187 Shares owned by Rich Union Enterprises Limited as his spouse, Ms. Zhou Peizhen, owns the entire issued share capital of Rich Union Enterprises Limited. The entire issued share capital of Rich Union Enterprises Limited has been transferred from Mr. Chen Wantian to his spouse, Ms. Zhou Peizhen, on 19 June 2023. Ms. Zhou Peizhen has declared that all such Shares are held in trust for the benefit of Mr. Chen Wantian. Further, Mr. Chen Wantian is the beneficial owner of 1,050,000 Shares.

3. Mr. Song Guosheng is the beneficial owner of 456,797 Shares.

Long positions in the shares of Mount Everest Gold, an associated corporation of the Company

Name of Director	Capacity/Nature of interest	Number of Shares[1]	Class of Shares	Approximate % of Interest in Mount Everest Gold
Mr. Chen Wantian	Beneficiary of a trust[2]	10,462,036	Ordinary	0.845%
	Beneficial interest[2]	17,500	Ordinary	0.001%

Notes:

1. All interests are long positions.

2. Mr. Chen Wantian is deemed to be interested in 10,462,036 shares of Mount Everest Gold owned by Rich Union Enterprises Limited as his spouse, Ms. Zhou Peizhen, owns the entire issued share capital of Rich Union Enterprises Limited. The entire issued share capital of Rich Union Enterprises Limited has been transferred from Mr. Chen Wantian to his spouse, Ms. Zhou Peizhen, on 19 June 2023. Ms. Zhou Peizhen has declared that all such Shares are held in trust for the benefit of Mr. Chen Wantian. Further, Mr. Chen Wantian is the beneficial owner of 17,500 shares of Mount Everest Gold.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and the chief executive of the Company had or was deemed to have any interest or short position in the China Silver Shares, underlying China Silver Shares or debentures of China Silver or its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded in the register of the Company required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

(b) Substantial China Silver Shareholders' Interest in China Silver Shares and Underlying China Silver Shares

So far as known to the Directors, the register of substantial shareholders required to be kept by the Company under Section 336 of Part XV of the SFO shows that as of Latest Practicable Date, in addition to the interests disclosed under the sub-section above, the Company was notified of the following substantial shareholders' interests and short positions in the China Silver Shares and underlying China Silver Shares, being interests of 5% or more:

Long positions in the ordinary China Silver Shares and the underlying China Silver Shares

Name of Director	Capacity/Nature of interest	Number of Shares[1]	Approximate % of Interest in the Company
Ms. Zhou Peizhen (周佩珍)	Interest in controlled corporation[2]	308,222,187	10.43%
	Interest of spouse[2]	1,050,000	0.04%
Newline Dragon Limited	Trustee of a trust[3]	234,212,000	7.93%

Notes:

1. All interests are long positions.

2. The entire issued share capital of Rich Union Enterprises Limited has been transferred from Mr. Chen Wantian to his spouse, Ms. Zhou Peizhen, on 19 June 2023. Ms. Zhou Peizhen has declared that all such Shares are held in trust for the benefit of Mr. Chen Wantian. Further, Mr. Chen Wantian is the beneficial owner of 1,050,000 Shares.

3. On 30 September 2025, China Silver granted an 234,212,000 awarded shares to 11 employees of the China Silver Group which are subscribed by Newline Dragon Limited as the trustee of the share award scheme.

Save as disclosed above, as at the Latest Practicable Date, the Company had not been notified by any person or corporation who had interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept by the Company under Section 336 of Part XV of the SFO.

3. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had a service contract with the China Silver Group which is not determinable by the China Silver Group within one year without payment of compensation (other than statutory compensation).

4. DIRECTORS' INTEREST IN COMPETING BUSINESS

As at the Latest Practicable Date, in so far as the Directors are aware, none of the Directors or any of their respective close associates had an interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the China Silver Group which required to be disclosed under Rule 8.10 of the Listing Rules.

5. LITIGATION

As at the Latest Practicable Date, neither China Silver nor any of its subsidiaries was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened against China Silver or any of its subsidiaries.

6. DIRECTORS' INTEREST IN CONTRACTS, ARRANGEMENTS AND ASSETS

As at the Latest Practicable Date:

(a) none of the Directors was materially interested in any contract or arrangement, which was subsisting and was significant in relation to the business of the China Silver Group; and

(b) none of the Directors had any direct or indirect interest in any assets which have been, since 31 December 2024 (being the date to which the latest published audited consolidated accounts of the China Silver Group were made up), acquired or disposed of by or leased to any member of the China Silver Group, or are proposed to be acquired or disposed of by or leased to any member of the China Silver Group.

7. MATERIAL CONTRACTS

The following contracts, not being contracts in the ordinary course of business of the China Silver Group, were entered into by the China Silver Group within two (2) years immediately preceding the date of this circular which are or may be material:

(i) an equity transfer agreement dated 15 August 2024 entered into between Jiangxi Jiyin (a wholly-owned subsidiary of Mount Everest Gold and a non-wholly-owned subsidiary of China Silver) and Jiangxi Huiying Trading Company Limited (江西輝穎貿易有限公司) ("**Jiangxi Huiying**"), pursuant to which Jiangxi Huiying agreed to sell, and Jiangxi Jiyin agreed to purchase, 51% equity interest in Jiangxi Letong for a total consideration of RMB2,550,000.

(ii) an equity transfer agreement dated 5 November 2024 between Shenzhen Guojintongbao Company Limited (深圳國金通寶有限公司) ("**Shenzhen Guojintongbao**") (a wholly-owned subsidiary of Mount Everest Gold and a non-wholly-owned subsidiary of China Silver) and Shanghai Xinding Metallic Materials Co., Ltd (上海鑫鼎金屬材料有限公司) ("**Shanghai Xinding**"), pursuant to which Shenzhen Guojintongbao conditionally agreed to sell, and Shanghai Xinding conditionally agreed to purchase, 51% equity interest in Shenzhen Xiansheng Zhanggui Technology Co., Ltd. (深圳鮮生掌櫃科技有限公司) for the Consideration of RMB300,000.

(iii) a subscription agreement dated 20 January 2025 entered into between the Company (as issuer), Journey Grace Limited ("**Journey Grace**") (as subscriber), Shanghai Ougen Information Consulting Co., Ltd. (上海鷗亙商務信息諮詢有限公司) ("**Shanghai Ougen**") (as lender) and Jiangxi Longtianyong (an indirect wholly-owned subsidiary of the Company) (as borrower), pursuant to which Journey Grace has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue 129,516,934 new shares at the subscription price of HK$0.252 per subscription share to Journey Grace, which shall be satisfied by way of offsetting against the outstanding principal amount and interest accrued under a loan due from Jiangxi Longtianyong to Shanghai Ougen;

(iv) equity transfer agreements each dated 17 June 2025 entered into between Jiangxi Yincai Trading Co., Ltd. (江西銀彩貿易有限公司) ("**Jiangxi Yincai**") and Jiangxi Jiyin and Jiangxi Fuhui Lithium Company Limited (江西富輝鋰業有限公司) (a wholly-owned subsidiary of China Silver) ("**Purchaser 2**") respectively, pursuant to which Jiangxi Yincai agreed to sell, and Jiangxi Jiyin agreed to purchase 35% equity interest in Jiangxi Yiding for a consideration of RMB3,500,000 and Purchaser 2 agreed to purchase 20% equity interest in Jiangxi Yiding for a consideration of RMB2,000,000;

(v) the subscription agreements in China Silver's July 2025 Placing; and

(vi) the Subscription Agreements.

Details of the above were set out in the announcements issued by China Silver dated 15 August 2024, 5 November 2024, 20 January 2025, 17 June 2025, 14 July 2025 and 19 November 2025, respectively.

8. EXPERT AND CONSENT

The following is the qualification of the expert who is named in this circular or has given opinions or advice which are contained in this circular:

Name	Qualification
Linksfield CPA Limited	Certified Public Accountants

As at the Latest Practicable Date, the above expert did not have:

(a) any direct or indirect interest in any assets which have been, since 31 December 2024 (being the date to which the latest published audited consolidated accounts of the China Silver Group were made up), acquired or disposed of by or leased to any member of the China Silver Group, or are proposed to be acquired or disposed of by or leased to any member of the China Silver Group; and

(b) any shareholding in any member of the China Silver Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the China Silver Group.

The above expert has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letters and the references to its name in the form and context in which it appear.

9. GENERAL

(a) The company secretary of China Silver is Chan Hon To（陳瀚濤）, a Fellow Member of the Association of Chartered Certified Accountants and a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants.

(b) The registered office of China Silver is at Intertrust Corporate Services (Cayman) Limited, One Nexus Way, Camana Bay, Grand Cayman, KY1-9005, Cayman Islands and the principal place of business of China Silver in Hong Kong is at Unit 5, 17/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong.

(c) The Hong Kong branch share registrar of China Silver is Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

(d) In the event of any inconsistency, the English language text of this circular shall prevail over the Chinese language text.

10. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the website of the Stock Exchange (www.hkexnews.hk) and the website of China Silver (www.chinasilver.hk) for a period of 14 days from the date of this circular (inclusive):

(a) the Subscription Agreements;

(b) the letter from Linksfield CPA Limited in respect of the financial information of the Mount Everest Gold Group as set out in Appendix II to this circular;

(c) the letter from Linksfield CPA Limited in respect of the unaudited pro forma financial information of Remaining China Silver Group as set out in Appendix III to this circular; and

(d) the written consents referred to in the paragraph headed "EXPERT AND CONSENT" in this appendix.

Details of the proposed amendments to the M&A are set out as follows, with deletions shown in strikethrough and additions shown in underline:

For the avoidance of doubt, if the serial numbering of the clauses of the New M&A is changed due to the addition, deletion or re-arrangement of certain clauses made in these amendments, the serial numbering of the clauses of the New M&A as so amended shall be changed accordingly, including cross-references.

Proposed amendments to the existing memorandum of association of the Company are set out as follows:

THE COMPANIES ~~LAW~~ACT (REVISED)
EXEMPTED COMPANY LIMITED BY SHARES
SECOND AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION
OF
China Silver Group Limited
中國白銀集團有限公司

…

2. The Registered Office of the Company shall be at the office of ~~Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681,Grand Cayman, KY1-1 111, Cayman Islands~~Intertrust Corporate Services (Cayman) Limited, One Nexus Way Camana Bay Grand Cayman, KY1-9005 Cayman Islands.

…

4. Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of the ~~Companies Law (Revised)~~ Companies Act (as revised).

...

8. The share capital of the Company is HK$~~30~~50,000,000 divided into ~~3.000.000.000~~5,000,000,000 shares of a nominal or par value of HK$0.01 each, with the power for the Company, insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the Companies Act (as revised)~~Companies Law (Revised)~~ and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions, and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

9. The Company may exercise the power contained in the Companies Act (as revised) ~~Companies Law~~ to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction.

Proposed amendments to the existing articles of association of the Company are set out as follows:

SECOND AMENDED AND
RESTATED ARTICLES OF ASSOCIATION
OF
China Silver Group Limited
中國白銀集團有限公司

…

TABLE A

1. The regulations in Table A in the Schedule 1 to the Companies Act ~~(Revised)~~ do not apply to the Company.

INTERPRETATION

2. (1) In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.

WORD	MEANING
...	
"Companies Act"	the Companies Act, Cap. 22 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.
...	
"electronic signature"	an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication.
...	

~~"Law"~~	~~The Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.~~
	...
"Listing Rules"	the rules of the Designated Stock Exchange as modified and revised from time to time, and in the case of The Stock Exchange of Hong Kong Limited, means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended, supplemented or modified from time to time.~~the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.~~
	...
"Notice"	written notice unless otherwise specifically stated and as further defined in these Articles and, where the context so requires, shall include any other document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws and regulations, including the Listing Rules and/or the rules of the competent regulatory authority. For the avoidance of doubt, Notice may be provided in physical or electronic form.~~.~~
	...
"Statutes"	the ~~Law~~ Companies Act and every other law of the l~~L~~egislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles.
"Subsidiary and Holding Company"	has the meanings attributed to them in the ~~rules of the Designated Stock Exchange~~Listing Rules.

"substantial shareholder"	a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the ~~rules of the Designated Stock Exchange~~Listing Rules from time to time) of the voting power at any general meeting of the Company.
"treasury shares"	means share(s) of the Company that was/were previously issued but was/were purchased or redeemed by the Company or surrendered to the Company and not cancelled and classified and held by the Company as treasury share(s).

...

2 (2) (i) Section 8 of the Electronic Transactions Act (Revised) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;~~.~~

...

(k) a reference to a meeting shall mean a meeting convened and held in any manner permitted by these Articles, and persons attending and participating by means of electronic facilities or electronic platforms shall be deemed to be present at that meeting for all purposes of the Statutes, the ~~Rules of any Designated Stock Exchange~~Listing Rules, other applicable laws, rules and regulations or these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;

(l) references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly appointed representative) to speak or communicate, vote (by hand and/or on a poll, as the case may be), be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes, the ~~Rules of any Designated Stock Exchange~~Listing Rules, other applicable laws, rules and regulations or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;~~ and~~

(m) references to a vote of a general meeting decided by poll or by a show of hands include without limitation and as relevant voting by poll or by a show of hands through electronic means;

(n) references to voting or being present in person include without limitation and as relevant voting or being present at a Meeting Location or voting or being present by means of electronic facilities;

(o) where a MemberShareholder is a corporation, any reference in these Articles to a Shareholder Member shall, where the context requires, refer to a duly authorised representative of such Member Shareholder; and

(p) nothing in these Articles precludes the holding and conducting of a general meeting in such a way that persons who are not present together at the same place or places may by electronic means attend and participate in it.

...

SHARE CAPITAL

...

3 (2) Subject to the LawCompanies Act, the Company's Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock ExchangeListing Rules and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the LawCompanies Act. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the LawCompanies Act.

(3) Subject to compliance with the rules and regulations of the Designated Stock ExchangeListing Rules and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.

...

ALTERATION OF CAPITAL

4. The Company may from time to time by ordinary resolution in accordance with the LawCompanies Act alter the conditions of its Memorandum of Association to:

...

4 (d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Company's Memorandum of Association (subject, nevertheless, to the ~~Law~~Companies Act), and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;

...

6. The Company may from time to time by special resolution, subject to any confirmation or consent required by the ~~Law~~Companies Act, reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.

...

SHARE RIGHTS

8. (1) Subject to the provisions of the ~~Law~~Companies Act, the Listing Rules and the Company's Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Board may determine.

(2) Subject to the provisions of the ~~Law~~Companies Act, the ~~rules of any Designated Stock Exchange~~Listing Rules and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.

...

VARIATION OF RIGHTS

10. Subject to the ~~Law~~Companies Act and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of at least three-fourths of the voting rights of the issued shares of that class or with the approval of a resolution passed by at least three-fourths of the voting rights of the holders of the shares of that class present and voting in person or by proxy at a separate general meeting of such holders. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, *mutatis mutandis*, apply, but so that:

...

SHARES

12. (1) Subject to the ~~Law~~Companies Act, these Articles, any direction that may be given by the Company in general meeting and, where applicable, the ~~rules of any Designated Stock Exchange~~Listing Rules and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.

...

13. The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the ~~Law~~Companies Act. Subject to the ~~Law~~Companies Act, the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.

...

15. Subject to the ~~Law~~Companies Act and these Articles, the Board may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Board considers fit to impose.

15A. Shares that the Company purchases, redeems or acquires by way of surrender in accordance with the Companies Act shall be held as treasury shares and not treated as cancelled if:

(a) the Board so determines prior to the purchase, redemption or surrender of those shares; and

(b) the relevant provisions of the Articles and the Companies Act are otherwise complied with.

In the event that the Directors do not specify that such shares are to be held as treasury shares, such shares shall be cancelled.

15B. No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up) may be made to the Company in respect of a treasury share.

15C. The Company shall be entered in the Register as the holder of the treasury shares. However:

(a) the Company shall not be treated as a Member for any purpose and shall not exercise any right in respect of the treasury shares, and any purported exercise of such a right shall be void; and

(b) a treasury share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Companies Act.

15D. Nothing in the preceding Articles prevents an allotment of shares as fully paid bonus shares in respect of a treasury share and shares allotted as fully paid bonus shares in respect of a treasury share shall be treated as treasury shares.

15E. Treasury shares may be disposed of by the Company on such terms and conditions as determined by the Board ~~in accordance with~~subject to these Articles, the Companies Act and the Listing Rules~~and otherwise on such terms and conditions as the Board determines~~.

...

SHARE CERTIFICATES

...

19. Share certificates shall be issued within the relevant time limit as prescribed by the ~~Law~~Companies Act or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.

...

REGISTER OF MEMBERS

...

44. The Register and branch register of Members maintained in Hong Kong, as the case may be, shall be open for inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of $2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the ~~Law~~Companies Act or, if appropriate, upon a maximum payment of $1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed in accordance with the terms equivalent to section 632 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong as amended from time to time).

...

TRANSFER OF SHARES

46. (1) Subject to these Articles, any Member may transfer all or any of his shares by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.

(2) Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Companies Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares.

...

48. (4) Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the ~~Law~~Companies Act.

...

49. (c) the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the ~~Law~~Companies Act or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and

...

51. The registration of transfers of shares or of any class of shares may, after notice has been given by announcement or by electronic communication or by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.

...

UNTRACEABLE MEMBERS

55. (1) Without prejudice to the rights of the Company under paragraph (2) of this Article, the Company may cease sending wire transfers or cheques for dividend entitlements or dividend warrants by post if such wire transfers, cheques or warrants have been left uncashed (in the case of wire transfers, unsuccessful or rejected) on two consecutive occasions. However, the Company may exercise the power to cease sending wire transfers or cheques for dividend entitlements or dividend warrants after the first occasion on which such a wire transfer, cheque or warrant is returned undelivered (in the case of wire transfers, unsuccessful or rejected).

(2) The Company shall have the power to sell, in such manner as the Board thinks fit, any shares of a Member who is untraceable, but no such sale shall be made unless:

(a) all wire transfers, cheques or warrants in respect of dividends of the shares in question, being not less than three in total number, for any sum payable in cash to the holder of such shares in respect of them sent during the relevant period in the manner authorised by the Articles have remained uncashed (in the case of wire transfers, unsuccessful or rejected);

...

(c) the Company, if so required by the ~~rules governing the listing of shares on the Designated Stock Exchange~~Listing Rules, has given notice to, and caused advertisement in newspapers in accordance with the requirements of, the Designated Stock Exchange to be made of its intention to sell such shares in the manner required by the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.

...

GENERAL MEETINGS

56. An annual general meeting of the Company shall be held for each financial year at such time and place as may be determined by the Board, and such annual general meeting shall be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the ~~rules of the Designated Stock Exchange~~Listing Rules, if any).

...

NOTICE OF GENERAL MEETINGS

59. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days, and all other extraordinary general meetings may be called by Notice of not less than fourteen (14) clear days. If permitted by the ~~rules of the Designated Stock Exchange~~Listing Rules, a general meeting may be called by shorter notice, subject to the ~~Law~~Companies Act, if it is so agreed:

...

(b) in the case of a physical meeting or a hybrid meeting, the place of the meeting and where there is more than one Meeting Location as determined by the Board pursuant to Article 64A, the principal place of the meeting (the "**Principal Meeting Place**") and the other place(s) of the meeting;

...

PROCEEDINGS AT GENERAL MEETINGS

...

61 (1) (d) appointment of Auditors (where special notice of the intention for such appointment is not required by the ~~Law~~Companies Act) and other officers;

...

64A. The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facility or facilities at such location or locations ("**Meeting Location(s)**") determined by the Board at its absolute discretion. Any Member or (in the case of a Member being a corporation) its duly authorised representative or any proxy attending and participating in such way or any Member participating in an electronic meeting or a hybrid meeting by electronic means is deemed to be present at and shall be counted in the quorum of the Principal Meeting Place. The following provisions shall apply to such arrangement and to a hybrid meeting:

...

64H. Without prejudice to Articles 64A to 64G, and subject to the ~~Law~~Companies Act and ~~the rules of the Designated Stock Exchange~~the Listing Rules, the Board may resolve to enable persons entitled to attend an electronic meeting to do so by simultaneous attendance by electronic means with no member necessarily in physical attendance. Each member or (in the case of a Member being a corporation) its duly authorised representative or its proxy shall be counted in the quorum for, and entitled to vote at, the electronic meeting in question, and that general meeting shall be duly constituted and its proceedings valid if the chairman of the electronic meeting is satisfied that adequate facilities are available throughout the electronic meeting to ensure that Members attending the electronic meeting who are not present together at the same place may, by electronic means, attend and speak or communicate and vote at it.

...

VOTING

...

67. Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the ~~rules of the Designated Stock Exchange~~Listing Rules.

...

70. All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the ~~Law~~Companies Act. In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.

...

73 (2) All Members (including a Member which is a clearing house (or its nominee(s))) shall have the right to (a) speak at a general meeting and (b) vote at a general meeting except where a Member is required by the ~~rules of the Designated Stock Exchange~~Listing Rules to abstain from voting to approve the matter under consideration. Where any Member is, under the ~~rules of the Designated Stock Exchange~~Listing Rules, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.

...

PROXY

...

77. (1) The Company may, at its absolute discretion, provide an electronic address or an electronic platform for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy and notice of termination of the authority of a proxy). If such an electronic address or an electronic platform is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that electronic address or electronic platform~~address~~, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the electronic address or electronic platform~~address~~. Without limitation, the Company may from time to time determine that any such electronic address or an electronic platform may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses or electronic platforms for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address or electronic platform in accordance with this Article or if no electronic address or electronic platform is so designated by the Company for the receipt of such document or information.

(2) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the Notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate), or if the Company has provided an electronic address or electronic platform in accordance with the preceding paragraph, shall be received at the electronic address or electronic platform specified, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or postponed meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

...

79. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place or in such other manner as may be specified for the delivery of instruments of proxy in the Notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement of the meeting or adjourned meeting or postponed meeting, at which the instrument of proxy is used.

...

BOARD OF DIRECTORS

...

83 (2) Subject to the Articles and the ~~Law~~Companies Act, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.

...

ALTERNATE DIRECTORS

...

90. An alternate Director shall only be a Director for the purposes of the ~~Law~~Companies Act and shall only be subject to the provisions of the ~~Law~~Companies Act insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed in the alternative and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified by the Company to the same extent *mutatis mutandis* as if he were a Director but he shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by Notice to the Company from time to time direct.

...

DIRECTORS' INTERESTS

...

98. Subject to the ~~Law~~Companies Act and to these Articles, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatsoever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Article 99 herein.

GENERAL POWERS OF THE DIRECTORS

...

101 (3) (c) to resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the ~~Law~~Companies Act.

(4) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Sections 500 to 512 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as in force at the date of adoption of these Articles, and except as permitted under the ~~Law~~Companies Act, the Company shall not directly or indirectly:

...

BORROWING POWERS

107. The Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the ~~Law~~Companies Act, to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

...

110. (2) The Board shall cause a proper register to be kept, in accordance with the provisions of the ~~Law~~Companies Act, of all charges specifically affecting the property of the Company and of any series of debentures issued by the Company and shall duly comply with the requirements of the ~~Law~~Companies Act in regard to the registration of charges and debentures therein specified and otherwise.

PROCEEDINGS OF THE DIRECTORS

...

112. A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or by electronic means to an electronic address or electronic platform from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website or by telephone or in such other manner as the Board may from time to time determine whenever he shall be required so to do by any Director.

...

OFFICERS

124. (1) The officers of the Company shall consist of at least one (1) chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the ~~Law~~Companies Act and these Articles.

...

125. (2) The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the ~~Law~~Companies Act or these Articles or as may be prescribed by the Board.

...

127. A provision of the ~~Law~~Companies Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.

REGISTER OF DIRECTORS AND OFFICERS

128. The Company shall cause to be kept in one or more books at its Office a Register of Directors and Officers in which there shall be entered the full names and addresses of the Directors and Officers and such other particulars as required by the ~~Law~~Companies Act or as the Directors may determine. The Company shall send to the Registrar of Companies in the Cayman Islands a copy of such register, and shall from time to time notify to the said Registrar of any change that takes place in relation to such Directors and Officers as required by the ~~Law~~Companies Act.

...

DIVIDENDS AND OTHER PAYMENTS

133. Subject to the ~~Law~~Companies Act, the Company in general meeting may from time to time declare dividends in any currency to be paid to the Members but no dividend shall be declared in excess of the amount recommended by the Board.

134. Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the ~~Law~~Companies Act.

...

139. Any dividend, interest or other sum payable in cash to the holder of shares may be paid by wire transfer to the holder or by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders. For the avoidance of doubt, any dividend, interest, or other sum payable in cash may ~~also~~ be paid by electronic funds transfer on such terms and conditions as the Directors may determine.

...

142. (3) The Company may upon the recommendation of the Board by ordinary resolution resolve in respect of any one particular dividend of the Company that notwithstanding the provisions of paragraph (1) of this Article a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid up without offering any right to ~~shareholders~~ Members to elect to receive such dividend in cash in lieu of such allotment.

(4) The Board may on any occasion determine that rights of election and the allotment of shares under paragraph (1) of this Article shall not be made available or made to any ~~shareholders~~ Members with registered addresses in any territory where, in the absence of a registration statement or other special formalities, the circulation of an offer of such rights of election or the allotment of shares would or might, in the opinion of the Board, be unlawful or impracticable, and in such event the provisions aforesaid shall be read and construed subject to such determination. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.

RESERVES

143. (1) The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided by the provisions of these Articles, the Board may apply the share premium account in any manner permitted by the ~~Law~~Companies Act. The Company shall at all times comply with the provisions of the ~~Law~~Companies Act in relation to the share premium account.

...

SUBSCRIPTION RIGHTS RESERVE

146. The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the ~~Law~~Companies Act:

...

(4) A certificate or report by the auditors for the time being of the Company as to whether or not the Subscription Rights Reserve is required to be established and maintained and if so the amount thereof so required to be established and maintained, as to the purposes for which the Subscription Rights Reserve has been used, as to the extent to which it has been used to make good losses of the Company, as to the additional nominal amount of shares required to be allotted to exercising warrantholders credited as fully paid, and as to any other matter concerning the Subscription Rights Reserve shall (in the absence of manifest error) be conclusive and binding upon the Company and all warrantholders and ~~shareholders~~Members.

ACCOUNTING RECORDS

147. The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the ~~Law~~Companies Act or necessary to give a true and fair view of the Company's affairs and to explain its transactions.

...

150. Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the ~~rules of the Designated Stock Exchange~~Listing Rules, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company's annual financial statement and the directors' report thereon.

151. The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, ~~the rules of the Designated Stock Exchange~~the Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication)~~, and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents~~.

AUDIT

...

153. Subject to the ~~Law~~Companies Act the accounts of the Company shall be audited at least once in every year.

154. The remuneration of the Auditor shall be approved by the Members in general meeting by ordinary resolution, by other body that is independent of the Board, or, unless otherwise prohibited under the ~~rules of the Designated Stock Exchange~~Listing Rules, in the manner specified in the Members' resolution.

155. If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, subject to compliance with the ~~rules of the Designated Stock Exchange~~Listing Rules, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.

...

NOTICES

158. (1) Any Notice or document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the ~~rules of the Designated Stock Exchange~~Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be given or issued by the following means:

...

(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address or electronic platform as he may provide under Article 158(5)~~, subject to the Company complying with the Statues and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person~~ without the need for any additional consent or notification;

(f) by publishing on the Company's website or the website of the Designated Stock Exchange without the need for any additional consent or notification, provided that for any actionable corporate communications, it must be sent to the Members individually as well as publishing it on the Company's website or the website of the Designated Stock Exchange~~to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company's computer network website (a "notice of availability")~~; or

...

~~(2) The notice of availability may be given by any of the means set out above other than by posting it on a website.~~

(2) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

(3) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address or electronic platform) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.

(4) Every member of the Company or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company in such manner as stipulated by the Company an electronic address or electronic platform to which notices can be served upon him.

(5) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 149, 150 and 158 may be given in the English language only, the Chinese language only, or in both the English language and the Chinese language.

(6) The Board may from time to time specify the form and manner in which a notice, instruction, information or document may be given to the Company by electronic means, including designating one or more addresses or an electronic platform for the receipt of an electronic communication, and may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such electronic communication. Any notice, instruction, information or document may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Board, failing which it shall be deemed not to have been received by the Company.

159. Any Notice or other document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules):

...

(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agents~~. A Notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member~~;

(c) ~~if published on the Company's website, shall be deemed to have been served on the day on which the Notice, document or publication first so appears on the Company's website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later~~if placed on either the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;

...

160. (1) Any Notice or other document delivered or sent ~~by post to or left at the registered address of any Member in pursuance of~~in any manner permitted by these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

(2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the electronic or postal address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such electronic or postal ~~an~~ address has been so supplied) by giving the notice in any manner in which the same might have been given as if the death, mental disorder or bankruptcy had not occurred.

~~(3) Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every Notice in respect of such share which prior to his name and address being entered on the Register shall have been duly given to the person from whom he derives his title to such share.~~

SIGNATURES

161. For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any Notice or document to be given by the Company may be written, printed or in electronic form.

...

WINDING UP

...

163. (2) If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the ~~Law~~Companies Act, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of properties of one kind or shall consist of properties to be divided as aforesaid of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.

...



中國白銀集團
CHINA SILVER GROUP

CHINA SILVER GROUP LIMITED
中國白銀集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 815)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of China Silver Group Limited (the "**Company**") will be held at Unit 5, 17/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Tuesday, 23 December 2025 at 2:00 p.m. for the considering and, if thought fit, passing the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. "**THAT**:

   (a) the subscription agreements (the "**Subscription Agreements**") each dated 19 November 2025 entered into between Mount Everest Gold Group Company Limited ("**Mount Everest Gold**") as issuer and each of the subscribers in the Subscription Agreements respectively in relation to the issuance and allotment of an aggregate of 247,500,000 new ordinary shares of US$0.0001 each in the capital of Mount Everest Gold (the "**Subscription Shares**"), and transactions contemplated thereunder (including the issuance and allotment of Subscription Shares and the Deemed Disposal) be and are hereby approved, confirmed and ratified; and

   (b) any director of the Company ("**Director**") or the company secretary of the Company be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal of the Company, where applicable) which he/she consider(s) necessary, desirable or expedient to give effect to the Subscription Agreements and transactions contemplated thereunder (including the issuance and allotment of Subscription Shares and the Deemed Disposal) and to agree with such variation, amendment or waiver as are, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole."

2. "**THAT**:

(a) the authorised share capital of the Company be increased from HK$30,000,000 divided into 3,000,000,000 shares of par value of HK$0.01 each (the "**China Silver Shares**") to HK$50,000,000 divided into 5,000,000,000 China Silver Shares of par value of HK$0.01 each by the creation of an additional 2,000,000,000 China Silver Shares (the "**Increase in Authorised Share Capital**"), whereby such China Silver Shares, upon issue and fully paid, shall rank *pari passu* in all respects with the existing issued China Silver Shares and have the rights and privileges and be subject to the provisions contained in the memorandum of association and articles of association of the Company; and

(b) any Director, the company secretary of the Company or the registered office provider of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital, including without limitation to make any relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong."

SPECIAL RESOLUTIONS

3. "**THAT**:

(a) the proposed amendments (the "**Proposed Amendments**") to the existing memorandum of association and articles of association of the Company (the "**Existing Memorandum and Articles of Association**"), details of which are set out in Appendix VI to the circular of the Company dated 5 December 2025, be and are hereby approved;

(b) the new memorandum of association and articles of association of the Company (the "**New Memorandum and Articles of Association**"), which contain all the Proposed Amendments and a copy of which has been produced to this meeting and marked "A" and initialed by the chairman of the meeting, be and are hereby approved and adopted in substitution for and to the exclusion of the Existing Memorandum and Articles of Association of the Company with immediate effect after the close of this meeting; and

(c) any Director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to this resolution, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong."

By order of the Board
China Silver Group Limited
Chen Wantian
Chairman

Hong Kong, 5 December 2025

Principal Place of Business in Hong Kong:
Unit 5, 17/F, China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Sheung Wan
Hong Kong

Notes:

1. Every member entitled to attend and vote at the EGM (or at any adjournment thereof) is entitled to appoint another person as his proxy. Any member who holds two or more shares in the Company ("**Shares**") may appoint more than one proxy. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is appointed. A proxy need not be a member of the Company. The number of proxies appointed by a clearing house (or its nominee) is not subject to the aforesaid limitation.

2. Where there are joint holders of any Share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, 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 will alone be entitled to vote in respect thereof.

3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of that power or authority), must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM (i.e. not later than 2:00 p.m. on Sunday, 21 December 2025) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude a member from attending the EGM and voting in person if he so wishes. In the event of a member who has lodged a form of proxy attending the EGM, the form of proxy will be deemed to have been revoked.

4. The register of members of the Company will be closed from Thursday, 18 December 2025 to Tuesday, 23 December 2025 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for the right to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Wednesday, 17 December 2025 for registration of transfer.

5. All the resolutions set out in this notice shall be decided by poll.

6. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises Mr. Chen Wantian and Mr. Song Guosheng as executive Directors; and Mr. Song Hongbing, Dr. Zeng Yilong and Ms. Song Fangxiu as independent non-executive Directors.