THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Mount Everest Gold Group Company Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer 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.

Mount Everest Gold Group Company Limited
珠峰黃金集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1815)

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE ADDITIONAL SHARES AND/OR RESELL TREASURY SHARES AND TO REPURCHASE SHARES
(2) RE-ELECTION OF DIRECTORS
(3) AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 3 to 8 of this circular.

Resolutions will be proposed at the Annual General Meeting of the Company to be held at Unit 5, 17/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Thursday, 18 June 2026 at 2:00 p.m. or any adjournment thereof to approve the matters referred to in this circular.

The notice convening the Annual General Meeting together with the form of proxy for use at the meeting are 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 Tuesday, 16 June 2026) 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 Annual General Meeting, the authority of your proxy will be revoked.

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

24 April 2026

CONTENTS

Page

Definitions 1

Letter from the Board

1. Introduction 3
2. Share Issue and Resale Mandate 4
3. Share Repurchase Mandate 4
4. Re-election of Directors 5
5. Re-appointment of Auditor 6
6. Proposed Amendments to the Memorandum and Articles of Association and Adoption of the Third Amended and Restated Memorandum and Articles of Association 6
7. Voting by Poll 7
8. Annual General Meeting 7
9. Additional Information 7
10. Closure of Register of Members 8
11. Responsibility Statement 8
12. Recommendation 8

Appendix I — Explanatory Statement on Share Repurchase Mandate 9

Appendix II — Details of Directors Proposed for Re-election 13

Appendix III — Proposed Amendments to the Memorandum and Articles of Association 15

Notice of Annual General Meeting 50

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

"Annual General Meeting"	the annual general meeting of the Company to be held at Unit 5, 17/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Thursday, 18 June 2026 at 2:00 p.m. or any adjournment thereof and notice of which is set out on pages 50 to 55 of this circular;
"Articles of Association"	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time, and "Article" shall mean an article of the Articles of Association;
"Audit Committee"	the audit committee of the Board;
"Auditor"	the auditor of the Company at the relevant time;
"Board"	the board of the Directors;
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC;
"Close Associate"	shall have the meaning ascribed to it under the Listing Rules;
"Company"	Mount Everest Gold Group Company Limited, 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;
"Core Connected Persons"	shall have the meaning ascribed to it under the Listing Rules;
"Director(s)"	the director(s) of the Company;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"HKSCC"	Hong Kong Securities Clearing Company Limited, including, where the context so requires, its agents, nominees, representatives, officers and employees;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Latest Practicable Date"	20 April 2026, being the latest practicable date for ascertaining certain information referred to in this circular prior to the printing of this circular;

"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time;
"M&A"	the memorandum and articles of association of the Company, as adopted on 15 June 2023 and amended from time to time;
"New M&A"	the third amended and restated memorandum and articles of association of the Company proposed to be adopted by the Shareholders at the Annual General Meeting;
"Nomination Committee"	the nomination committee of the Board;
"PRC"	the People's Republic of China;
"Remuneration Committee"	the remuneration committee of the Board;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time;
"Share(s)"	ordinary share(s) of US$0.0001 each in the capital of the Company;
"Share Issue and Resale Mandate"	the general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and otherwise deal with additional Shares and/or to sell or transfer treasury Shares of up to a maximum of 20% of the total number of issued Shares (excluding treasury Shares) of the Company as at the date of the passing of the relevant resolution approving such grant;
"Share Repurchase Mandate"	the general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares up to a maximum of 10% of the total number of issued Shares (excluding treasury Shares) of the Company as at the date of the passing of the relevant resolution approving such grant;
"Shareholder(s)"	holder(s) of the Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	the Code on Takeovers and Mergers issued by the Securities and Futures Commission, as amended from time to time; and
"%"	per cent.

Mount Everest Gold Group Company Limited
珠峰黃金集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1815)

Executive Directors:
Mr. CHEN He
(Chairman and Chief Executive Officer)
Mr. QIAN Pengcheng
Ms. HUANG Wen

Independent Non-executive Directors:
Mr. YU Leung Fai
Mr. HU Qilin
Mr. ZHANG Zuhui

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, 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

24 April 2026

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE ADDITIONAL SHARES AND/OR RESELL TREASURY SHARES AND TO REPURCHASE SHARES
(2) RE-ELECTION OF DIRECTORS
(3) AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information relating to the proposed grant of the Share Issue and Resale Mandate and the Share Repurchase Mandate, the re-election of Directors standing for re-election at the Annual General Meeting and the proposed amendments to the M&A and the adoption of the New M&A, and to give you the notice of the Annual General Meeting.

2. SHARE ISSUE AND RESALE MANDATE

At the annual general meeting of the Company held on 19 May 2025, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue additional Shares and/or resell treasury Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting that the Directors be granted a general and unconditional mandate to exercise all the powers of the Company to allot, issue and deal with additional Shares and/or to sell or transfer treasury Shares for up to a maximum of 20% of the total number of issued Shares (excluding treasury Shares) of the Company as at the date of the passing of such ordinary resolution. As at the Latest Practicable Date, there were 1,385,375,040 issued Shares. As at the Latest Practicable Date, the Company did not have any treasury Shares. Subject to the passing of the relevant ordinary resolution to approve the Share Issue and Resale Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be authorised to allot, issue and deal with additional Shares and/or to sell or transfer treasury Shares for up to a maximum of 277,075,008 Shares under the Share Issue and Resale Mandate.

In addition, it is further proposed, by way of a separate ordinary resolution, that the Share Issue and Resale Mandate be extended so that the Directors be given a general mandate to issue and/or resell further number of Shares equal to the total number of Shares repurchased under the Share Repurchase Mandate.

The Share Issue and Resale Mandate, if granted, will continue in force until the earliest of (a) the conclusion of the next annual general meeting of the Company after the Annual General Meeting; (b) the expiration of the period within which the next annual general meeting of the Company is required to be held under its Articles of Association or the laws applicable to the Company; and (c) the revocation or variation of such authority by an ordinary resolution passed at a general meeting of the Company.

3. SHARE REPURCHASE MANDATE

At the annual general meeting of the Company held on 19 May 2025, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting that the Directors be granted a general and unconditional mandate to exercise all the powers of the Company to repurchase Shares on the Stock Exchange up to a maximum of 10% of the total number of issued Shares (excluding treasury Shares) of the Company as at the date of passing of such ordinary resolution. As at the Latest Practicable Date, there were 1,385,375,040 issued Shares. Subject to the passing of the relevant ordinary resolution approving the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be authorised to repurchase a maximum of 138,537,504 Shares under the Share Repurchase Mandate.

The Share Repurchase Mandate, if granted, will continue in force until the earliest of (a) the conclusion of the next annual general meeting of the Company after the Annual General Meeting; (b) the expiration of the period within which the next annual general meeting of the Company is required to be held under its Articles of Association or the laws applicable to the Company; and (c) the revocation or variation of such authority by an ordinary resolution passed at a general meeting of the Company.

An explanatory statement containing information relating to the Share Repurchase Mandate as required pursuant to the Listing Rules is set out in Appendix I on pages 9 to 12 of this circular.

4. RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, Mr. Chen He, Mr. Qian Pengcheng and Ms. Huang Wen were the executive Directors; and Mr. Yu Leung Fai, Mr. Hu Qilin and Mr. Zhang Zuhui were the independent non-executive Directors.

In accordance with Article 108 of the Articles of Association, Mr. Chen He and Mr. Hu Qilin shall retire from office by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board the re-election of all the aforesaid Directors, including Mr. Chen He and Mr. Hu Qilin (who is an independent non-executive Director). Mr. Hu Qilin has confirmed his independence to the Company in accordance with Rule 3.13 of the Listing Rules. The Board has assessed and reviewed Mr. Hu Qilin's independence and believes that he has satisfied the independence requirements under the Listing Rules, and believes that he will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. Therefore, his re-election as an independent non-executive Director is in the best interests of the Company and the Shareholders as a whole.

Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II on pages 13 to 14 of this circular.

5. RE-APPOINTMENT OF AUDITOR

In accordance with Rule 13.88 of the Listing Rules, an ordinary resolution will be proposed at the Annual General Meeting to re-appoint Linksfield CPA Limited ("**Linksfield**") as the auditor of the Company to hold office from the conclusion of the Annual General Meeting until the next annual general meeting and to authorise the Board to fix its remuneration for the year ending 31 December 2026.

The Company estimates that the audit fee to be agreed with Linksfield for the audit services relating to the year ending 31 December 2026 would be approximately HK$1,400,000, which is determined based on the historical audit fee agreed between the Company and Linksfield, the complexity and business plan of the Company, the expected audit scope, audit timetable and auditors' resources required.

6. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 23 April 2025 in relation to, among other things, the change of the name of the Company to "Mount Everest Gold Group Company Limited" (the "**Change of Company Name**") and the announcement of the Company dated 14 April 2026 in relation to 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 name of the Company pursuant to the Change of Company Name, (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 other incidental, tidy-up and housekeeping amendments.

Details of the proposed amendments to the existing M&A are set out in Appendix III 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 Shareholders by way of a special resolution at the Annual General Meeting and will only be effective upon the approval by the Shareholders at the Annual General Meeting.

The New M&A is prepared in English with no official Chinese version. Chinese translation of the proposed amendments set out in Appendix III 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.

7. VOTING BY POLL

All the resolutions set out in the notice of the Annual General Meeting will be decided by poll in accordance with the Listing Rules. The poll results will be published on the Company's website at www.everestgold.hk and the Stock Exchange's website at www.hkexnews.hk after the conclusion of the Annual General Meeting.

8. ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out on pages 50 to 55 of this circular. A form of proxy for use at the Annual General 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 Annual General Meeting (i.e. not later than 2:00 p.m. on Tuesday, 16 June 2026) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not prevent you from attending and voting in person at the Annual General Meeting or any adjourned meeting if you so wish. If you attend and vote at the Annual General Meeting, the authority of the proxy will be revoked.

9. ADDITIONAL INFORMATION

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

10. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 15 June 2026 to Thursday, 18 June 2026 (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 Annual General Meeting, 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 Friday, 12 June 2026 for registration of transfer.

11. 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 the Company. The Directors, 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.

12. RECOMMENDATIONS

The Board considers that (i) the grant of the Share Issue and Resale Mandate; (ii) the grant of the Share Repurchase Mandate; (iii) the re-election of Directors; (iv) the re-appointment of Auditor; and (v) the proposed amendments to the existing M&A and the adoption of the New M&A as set out respectively in the notice of the Annual General Meeting are all in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all such resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Mount Everest Gold Group Company Limited
Chen He
Chairman

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Share Repurchase Mandate to be proposed at the Annual General Meeting.

1. SHARE REPURCHASE PROPOSAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,385,375,040 fully paid-up Shares. It is proposed that up to a maximum of 10% of the fully paid-up Shares (excluding treasury Shares) in issue as at the date of passing of the relevant resolution to approve the Share Repurchase Mandate may be repurchased by the Directors. Subject to the passing of the relevant ordinary resolution to approve the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed under the Share Repurchase Mandate to repurchase up to a maximum of 138,537,504 fully paid-up Shares.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders as a whole.

Subject to compliance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands, the Company intends to cancel the repurchased Shares and/or hold the repurchased Shares as treasury Shares following settlement of such repurchases, depending on market conditions and the Group's capital management needs at the relevant time of the repurchases.

3. FUNDING OF REPURCHASES

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

The Directors propose that such repurchases of Shares be appropriately financed by the Company's internal resources and/or available banking facilities. There may be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2025 and taking into account the financial position of the Company as at the Latest Practicable Date, in the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. DIRECTORS' UNDERTAKING AND CORE CONNECTED PERSONS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, the exercise of the power of the Company to make repurchases pursuant to the Share Repurchase Mandate will be in accordance with the Listing Rules and the applicable laws of the Cayman Islands. Neither this explanatory statement nor the Share Repurchase Mandate has any unusual features.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their Close Associates have a present intention, in the event that the Share Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No Core Connected Persons have notified the Company of a present intention to sell any Shares to the Company, or such Core Connected Persons have undertaken not to do so, in the event that the Company is authorised to make repurchases of its Shares.

5. MEASURES IN RELATION TO ANY TREASURY SHARES DEPOSITED WITH CCASS

To the extent that any treasury Shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury Shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to HKSCC to vote at general meetings for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company would withdraw the treasury Shares from CCASS, and either re-register them in the Company's own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

6. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a share repurchase, any such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (depending on the level of increase of Shareholders' interests) could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code. As at the Latest Practicable Date, to the best knowledge and belief of the Directors, China Silver Group Limited and parties acting in concert or presumed to be acting in concert with it (including Mr. Chen Wantian) (collectively, the "**Concert Group**") directly or indirectly held a total of 510,479,569 Shares, which constituted approximately 36.85% of the voting rights attaching to the issued share capital of the Company. If the Share Repurchase Mandate is exercised in full, which is considered to be unlikely in the current circumstances, the Concert Group will (assuming that there is no change in the relevant facts and circumstances) hold approximately 40.94% of the voting rights attaching to the issued share capital of the Company. To the best knowledge and belief of the Directors, such an increase of shareholding would give rise to an obligation for the Concert Group to make a mandatory general offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Share Repurchase Mandate to such an extent that an obligation to make a mandatory general offer under the Takeovers Code will be triggered.

Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases made pursuant to the Share Repurchase Mandate. Nevertheless, the Directors have no present intention to exercise the Share Repurchase Mandate and will not effect repurchase to such an extent which would result in the Company failing to comply with Rule 8.08 of the Listing Rules which requires a public float of 25%.

7. SHARE REPURCHASES MADE BY THE COMPANY

There was no repurchase by the Company of the Shares during the 6 months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

8. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each calendar month in the previous 12 months up to the Latest Practicable Date were as follows:

		Shares	
Year	**Month**	**Highest Price per Share**	**Lowest Price per Share**
		HK$	*HK$*
2025	April	1.88	1.11
	May	3.00	1.43
	June	3.06	1.51
	July	1.94	1.45
	August	1.95	1.47
	September	1.80	1.32
	October	2.65	1.40
	November	2.40	1.79
	December	2.68	2.20
2026	January	2.89	1.80
	February	2.00	1.50
	March	1.74	1.03
	April *(up to and including the Latest Practicable Date)*	1.26	0.89

EXECUTIVE DIRECTOR

Mr. CHEN He (陳和), aged 41, is our Chairman, executive Director and chief executive officer. Mr. Chen was appointed as an executive Director of the Company in February 2017. Mr. Chen joined the Group as a co-deputy general manager of Shenzhen Guoyintongbao Company Limited (深圳國銀通寶有限公司)("**Shenzhen Guoyintongbao**") in October 2013, and has been serving as a president of the Group since July 2015. Mr. Chen has been the driving force behind our development, growth and expansion and is primarily responsible for the overall management of our Group and for directing strategic developments and business plans of our Group. Mr. Chen is currently a director of several of our principal operating subsidiaries, namely Shenzhen Guoyintongbao, Shenzhen Guojintongbao Company Limited* (深圳國金通寶有限公司) ("**Shenzhen Guojintongbao**") and Jingning Sheyin Culture Company Limited (景寧畲銀文化有限公司).

Prior to joining the Group, Mr. Chen served as the supervisor of the procurement department of Jiangxi Longtianyong from January 2006 to December 2010, and served as the manager of the procurement department of the same company from January 2011 to September 2013.

Mr. Chen graduated from Shandong University in Shandong Province, the PRC in January 2014 after completing a bachelor's degree course in business administration through long distance learning. He has been a candidate of the executive master of business administration program at the Faculty of Management of Xiamen University, in Xiamen, the PRC, since October 2011 till present.

The Company has entered into a service agreement with Mr. Chen for an initial term of three years commencing from 13 March 2018. The term has been renewed for a period of three years commencing from 13 March 2021, and has been renewed for a further period of three years commencing from 12 March 2024, which is terminable by not less than three months' notice in writing served by either party on the other. Save as disclosed, there is no other service contract entered into between Mr. Chen and the Company. Mr. Chen is entitled to a Director's fee of HK$200,000 per annum. The remuneration of all Directors is determined by the Board having regard to the recommendation of the Remuneration Committee and with reference to the Director's contributions, experience and relevant duties and responsibilities within the Company.

Mr. Chen did not hold any directorship in other listed public companies in the three years immediately preceding the Latest Practicable Date. Save as disclosed above, as far as the Board is aware, Mr. Chen does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Chen was deemed to be interested in 21,250,000 Shares held by Silver Apex Holdings Limited, a company directly wholly-owned by Mr. Chen. Save as disclosed above, Mr. Chen did not have any other interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chen confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. HU Qilin, aged 55, was appointed as an independent non-executive Director of the Company in March 2018. Mr. Hu is primarily responsible for supervising and providing independent judgment and analysis to the Board. Mr. Hu has substantial experience in the area of internet finance, corporate management and operations. He served as the general manager of BaiduPay Science and Technology Co., Ltd., a subsidiary of Baidu, in Beijing, the PRC from August 2016 till January 2017. Mr. Hu served as a Venture Partner of Sequoia Capital Consulting (Beijing) Co., Ltd. from March 2017 to October 2018. Mr. Hu served as a Managing Director of HINA Investment (Beijing) Group, Ltd. from November 2018 to May 2020. Mr. Hu has served as a Venture Partner of Advantech Capital since January 2021.

In the period of September 2013 till October 2015, Mr. Hu served as a deputy general manager at TenPay, a subsidiary of Tencent, in Shenzhen of the PRC, and then from October 2015 till July 2016, he served as a chief operations officer at Ping An FinTech Ltd., a subsidiary of Ping An, in Shanghai of the PRC.

Mr. Hu obtained a bachelor's degree in computer science from Nankai University in Tianjin, the PRC in July 1992, and a master's degree in science from the University of Iowa in the United States in May 1996. In September 2016, Mr. Hu obtained an executive master of business administration degree at the Cheung Kong Graduate School of Business（長江商學院）in the PRC.

The Company has entered into a service agreement with Mr. Hu Qilin for an initial term of three years commencing from 13 March 2018. The term has been renewed for a period of three years commencing from 13 March 2021, and has been renewed for a further period of three years commencing from 12 March 2022 and has been renewed for another period of three years commencing 12 March 2025, which is terminable by not less than three months' notice in writing served by either party on the other. Mr. Hu is entitled to a Director's fee of HK$600,000 per annum. The remuneration of all Directors is determined by the Board having regard to the recommendation of the Remuneration Committee with reference to the Director's contributions, experience and relevant duties and responsibilities within the Company.

Mr. Hu did not hold any directorship in other listed public companies in the three years immediately preceding the Latest Practicable Date. As far as the Board is aware, Mr. Hu does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Hu did not have any interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Hu confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

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 ACT (AS REVISED)
EXEMPTED COMPANY LIMITED BY SHARES

~~SECOND~~ THIRD AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION
OF
~~CSMall Group Limited~~MOUNT EVEREST GOLD GROUP COMPANY LIMITED
珠峰黃金集團有限公司 ("Company")
(formerly known as CSMall Group Limited 金貓銀貓集團有限公司)

~~(Company)~~

1 The name of the Company is Mount Everest Gold Group Company Limited 珠峰黃金集團有限公司 ~~CSMall Group Limited 金貓銀貓集團有限公司~~.

…

3 The objects for which the Company is established are unrestricted and except as prohibited or limited by Statutes (as revised) or any other ~~Statutes (as revised) or any otherthe~~ laws of the Cayman Islands, the Company shall have full power and authority to carry out any object and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate in any part of the world whether as principal, agent, contractor or otherwise.

…

5 If the Company is registered as an exempted company as defined in the Cayman Islands Companies Act, it shall have the power, subject to the provisions of the ~~Cayman Islands Companies Act~~Statutes and with the approval of a special resolution, to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de-registered in the Cayman Islands.

…

7 The authorised share capital of the Company is US$300,000 consisting of 3,000,000,000 shares of US$0.0001 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 Statutes 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 condition 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.

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

THE COMPANIES ACT (AS REVISED)
EXEMPTED COMPANY LIMITED BY SHARES

THIRD AMENDED AND RESTATED
ARTICLES OF ASSOCIATION
OF
MOUNT EVEREST GOLD GROUP COMPANY LIMITED
珠峰黃金集團有限公司 ("Company")
(formerly known as CSMall Group Limited 金貓銀貓集團有限公司)

~~**THE COMPANIES ACT**~~
~~**(AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF**~~
~~*CSMall Group Limited金貓銀貓集團有限公司 (Company)*~~

DEFINITIONS

1 (a) Table "A" in the Schedule 1 to~~of~~ the Companies Act ~~(as revised)~~ shall not apply to the Company.

…

Central Clearing and Settlement System: means the Central Clearing and Settlement System operated by the HKSCC;

…

Clearing House: means a clearing house recognised by the laws of the jurisdiction in which the Shares of the Company are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction, including in the case of the Company, the HKSCC;

Close Associate(s): ~~in relation to any Director,~~ shall have the same meaning as defined in the Listing Rules as modified from time to time, except that for purposes of Article 107(d) where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to "associate" in the Listing Rules;

Companies Act: means the Companies Act (as revised) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the~~the~~ Memorandum ~~of Association~~ and/or the ~~the~~ Articles ~~of Association~~;

…

Designated Stock Exchange: means a stock exchange in respect of which the shares of the Company are listed or quoted and where such stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company;

…

Electronic Means: include sending or otherwise making available to the intended recipients of the communication in~~an~~ electronic ~~communication~~format;

…

Electronic Transactions Act: means the Electronic Transactions Act (As Revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted thereof;

…

Electronic Signature: means 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;

HKSCC: means The Hong Kong Securities Clearing Company Limited;

…

Listing Rules: the rules of the Designated Stock Exchange as modified and revised from time to time, and in the case of HK Stock Exchange, 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;~~shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or modified from time to time);~~

…

Memorandum: means the memorandum of association of the Company in its present form and all supplementary, amended or substituted memorandum of association for the time being in force;

Memorandum and Articles of Association: means the Memorandum and the Articles;

…

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 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~~ the M~~m~~emorandum ~~of association~~ and/or the~~se~~ Articles;

…

treasury shares(s): shall mean 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).

…

(c) In these Articles, unless there be something in the subject or context inconsistent herewith:

…

(iii) words importing persons include companies, associations and bodies of persons whether corporate or not;

(iv) the words:

(i) "may" shall be construed as permissive;

(ii) "shall" or "will" shall be construed as imperative;

…

(vi) references to the right of a member to speak at a general meeting shall include the right to raise questions or make statements to the Chairman of the meeting, verbally or in written form, by means of ~~electronic facilities~~Electronic Facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the Chairman of the meeting) in which event the Chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using Electronic Facilities;

(vii) reference to a meeting (i) shall, where the context is appropriate, include a meeting that has been adjourned by the Board in accordance with these Articles, and (ii) shall mean a meeting convened and held in any manner permitted by these Articles and any member or Director attending and participating at a meeting by means of Electronic Facilities shall be deemed to be present at that meeting for all purposes of the Statutes, the Listing Rules, other applicable laws, rules and regulations or ~~and~~ these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;

(viii) references to a vote of a general meeting decided by poll or by a show of hands include without limitation through Electronic Means;

(ix) references to voting or being present in person including without limitation and as relevant voting or being present at a Meeting Location or voting or being present by means of Electronic Facilities;

(x) any reference to the term "place" shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a "place" for the delivery, receipt, or payment of monies, whether by the Company or by members, shall not preclude the use of Electronic Means for such delivery, or payment. For the avoidance of doubt, references to a "place" in the context of meetings shall include physical, electronic, or Hybrid Meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, or postponements, or any other references to a "place" shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term "place" is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision;

(xi) where a member is a corporation, any reference in these Articles to a member shall, where the context requires, refer to a duly authori~~z~~sed representative of such member;

~~(iv)~~(xii) subject to the foregoing provisions of this Article, any words or expressions defined in the ~~Companies Act~~Statutes (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that "company" shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; and

~~(v)~~(xiii) references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.

(d) Sections 8 and 19(3) of the Electronic Transactions Act (As Revised) shall not apply to the extent it imposes obligations or requirements in addition to those set out in these Articles.

…

~~(h)~~(i) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by Eelectronic S~~s~~ignature or by Eelectronic C~~c~~ommunication or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.

~~(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.~~

~~(j) references to persons attending meetings by electronic means shall mean attendance at hybrid meetings or electronic meetings via the electronic facilities or electronic platform(s) stated in the notice of such general meeting.~~

~~(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 Listing Rules and other applicable laws, rules and regulations and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly.~~

…

2 To the extent that the same is permissible under Cayman Islands law and subject to Article 13, a Special Resolution shall be required to alter the Memorandum ~~of Association~~ of the Company, to approve any amendment of the Articles or to change the name of the Company.

SHARES, WARRANTS AND MODIFICATION OF RIGHTS

…

5 (a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the ~~Companies Act~~Statutes, be varied 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 (excluding treasury shares) 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 the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be not less than two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy at least one-third of the issued Shares of that class (excluding treasury shares), and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.

…

8 Any new Shares shall be issued upon such terms and conditions and with such rights, privileges or restrictions attached thereto as the general meeting resolving upon the creation thereof shall direct, and if no direction be given, subject to the provisions of the ~~Companies Act~~Statutes and of these Articles, as the Board shall determine; and in particular such Shares may be issued with a preferential or qualified right to participate in Dividends and in the distribution of assets of the Company and with a special right or without any right of voting.

…

11 (a) All unissued Shares and other securities of the Company shall be at the disposal of the Board and it may offer, allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times, for such consideration and generally on such terms (subject to Article 9) as it in its absolute discretion thinks fit, but so that no Shares shall be issued at a discount. The Board shall, as regards any offer or allotment of Shares, comply with the provisions of the ~~Companies Act~~Statutes, if and so far as such provisions may be applicable thereto.

…

12 (a) The Company may at any time pay commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any Shares, but so that the conditions and requirements of the ~~Companies Act~~Statutes shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the Shares are issued.

(b) If any Shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable within a period of one year, the Company may pay interest on so much of that share capital as is for the time being paid up for the period and, subject to any conditions and restrictions mentioned in the ~~Companies Act~~Statutes, may charge the sum so paid by way of interest to capital as part of the cost of construction of the works or buildings, or the provisions of the plant.

…

13 (d) sub-divide its Shares or any of them into Shares of smaller amount than is fixed by the Memorandum and Articles of Association~~Memorandum of Association~~, subject nevertheless to the provisions of the ~~Companies Act~~Statutes, and so that the resolution whereby any Share is sub-divided may 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 or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new Shares;

…

15 (a) Subject to the ~~Companies Act~~Statutes, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of Shares, the Company shall have the power to purchase or otherwise acquire all or any of its own Shares (which expression as used in this Article includes redeemable Shares) provided that the manner and terms of purchase have first been authorised by an Ordinary Resolution of the Shareholders, and to purchase or otherwise acquire warrants and other securities for the subscription or purchase of its own Shares, and shares and warrants and other securities for the subscription or purchase of any shares in any company which is its Holding Company and may make payment therefor in any manner and terms authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any Shares or warrants or other securities in the Company or any company which is a Holding Company of the Company and should the Company purchase or otherwise acquire its own Shares or warrants or other securities neither the Company nor the Board shall be required to select the Shares or warrants or other securities to be purchased or otherwise acquired rateably or in any other manner and terms as between the holders of Shares or warrants or other securities of the same class or as between them and the holders of Shares or warrants or other securities of any other class or in accordance with the rights as to Dividends or capital conferred by any class of Shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with the relevant code, rules or regulations issued from time to time by the HK Stock Exchange and/or the Securities and Futures Commission of Hong Kong from time to time in force.

(b) Subject to the provisions of the ~~Companies Act~~Statutes and the Memorandum and Articles of Association~~Memorandum 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, at the option of the Company or the holders thereof, be liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.

…

15A. Shares that the Company purchases, redeems or acquires by way of surrender in accordance with the Statutes 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 Memorandum and Articles of Association and the Statutes 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 Statutes.

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 subject to these Articles, the Statutes and the Listing Rules.

REGISTER OF SHAREHOLDERS AND SHARE CERTIFICATES

…

17 (a) The Board shall cause to be kept the Register and there shall be entered therein the particulars required under the ~~Companies Act~~Statutes.

(b) Subject to the provisions of the ~~Companies Act~~Statutes, if the Board considers it necessary or appropriate, the Company may establish and maintain a principal or branch register of Shareholders at such location as the Board thinks fit and, during the Relevant Period, the Company shall keep its principal or a branch register of Shareholders in Hong Kong.

…

(d) The Register may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of the HK Stock Exchange or by any E~~e~~lectronic M~~m~~eans in such manner as may be accepted by the HK Stock Exchange to that effect, be closed in accordance with the terms equivalent to section 632 of the Companies Ordinance.

18 (a) Every person whose name is entered as a Shareholder in the Register shall be entitled to receive within the relevant time limit as prescribed in the Statutes~~Companies Act~~ or as the HK Stock Exchange may from time to time determine, whichever is shorter, after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide or is required by the applicable rules of the stock exchange of the Relevant Territory) one certificate for all his Shares, or, if he shall so request, in a case where the allotment or transfer is of a number of Shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange of the Relevant Territory on which the Shares are listed upon payment of such sum (in the case of a transfer, not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, HK$2.50 or such other sum as may from time to time be allowed or not prohibited under the Listing Rules, and in the case of any other Shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such

number of certificates for Shares in stock exchange board lots or whole multiples thereof as he shall request and one for the balance (if any) of the Shares in question, provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders.

…

TRANSFER OF SHARES

39 (a) Subject to these Articles and the Statutes~~the Companies Act~~, all transfers of Shares shall be effected by transfer in writing in the usual or common form or in such other form as the Board may accept provided always that it shall be in such a form prescribed by the Designated Stock Exchange ~~HK Stock Exchange~~ and may be under hand only or, if the transferor or transferee is a Clearing House (or its nominee(s)), under hand or by machine imprinted signature or by such other means of execution as the Board may approve from time to time.

(b) Notwithstanding the provisions of subparagraph (a) above, for so long as any shares are listed on the Designated Stock Exchange~~HK 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.

…

41 (c) Notwithstanding anything contained in these Articles, the Company shall as soon as practicable and on a regular basis record in the principal Register all removals of Shares effected on any branch Register and shall at all times maintain the principal Register and all branch Registers in all respects in accordance with the ~~Companies Act~~Statutes.

42 Fully paid Shares shall be free from any restriction with respect to the right of the holder thereof to transfer such Shares (except when permitted by the HK Stock Exchange) and shall also be free from all liens. The Board however, may, in its absolute discretion, refuse to register a transfer of any Share which is not fully paid to a person of whom it does not approve or any Share issued under any share ~~option~~ scheme upon which a restriction on transfer imposed thereby still subsists, and it may also refuse to register a transfer of any Share (whether fully paid up or not) to more than four joint holders or a transfer of any Shares (not being a fully paid up Share) on which the Company has a lien.

…

45 If the Board shall refuse to register a transfer of any Share, it shall, within two (2) months after the date on which the transfer was lodged with the Company, send to each of the transferor and the transferee notice of such refusal and, except where the subject Share is not a fully paid Share, the reason(s) for such refusal.

…

47A 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 (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.

…

GENERAL MEETINGS

…

63 All general meetings other than annual general meetings shall be called extraordinary general meetings. All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held (a) as a P~~p~~hysical M~~m~~eeting in any part of the world, and at one or more locations as provided in Article 71A, (b) as a H~~h~~ybrid M~~m~~eeting, or (c) as an E~~e~~lectronic M~~m~~eeting, as may be determined by the Board. Without prejudice to the provisions in Articles 71A to 71F~~,~~ a Physical Meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.

64 The Board may, whenever it thinks fit, convene an extraordinary general meeting. Any one or more Shareholders (including a recognized clearing house (or its nominees)) holding as at the date of deposit of the requisition not less than one tenth of the voting rights (excluding treasury shares) at general meetings (on a one vote per share basis) in the share capital of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition and add resolutions to the meeting agenda; and such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may ~~do so in the same manner~~convene a Physical Meeting at only one location which will be the Principal Meeting Place, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

…

65 (b) (ii) in the case of a P~~p~~hysical M~~m~~eeting or a H~~h~~ybrid M~~m~~eeting, the place of the meeting and where there is more than one Meeting Location as determined by the Board pursuant to Article 71A, the principal place of the meeting (the "Principal Meeting Place") and the other place(s) of the meeting;

(iii) if the general meeting is to be a H~~h~~ybrid M~~m~~eeting, the Notice shall include a statement to that effect and with details of the facilities for attendance and participation by E~~e~~lectronic M~~m~~eans at the meeting or where such details will be made available by the Company prior to the meeting;

(iv) if the meeting is to be an Eelectronic Mmeeting, the Notice shall include a statement to that effect and with details of the Eelectronic Pplatform for the meeting (which electronic platform may vary from time to time and from meeting to meeting as the Board, in its sole discretion, may see fit) or where such details will be made available by the Company prior to the meeting; and

…

PROCEEDINGS AT GENERAL MEETINGS

…

68 For all purposes the quorum for a general meeting shall be two Shareholders present (including attendance by Eelectronic Mmeans) in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.

…

70 (a) The chairman (if any) of the Company or if he is absent or declines to take the chair at such meeting, the Vice chairman (if any) of the Company shall take the chair at every general meeting, or, if there be no such chairman or Vice chairman, or, if at any general meeting neither of such chairman or Vice chairman is present within 15 minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the chairman chosen shall retire from the chair, then the Shareholders present shall choose one of their number to be chairman of the meeting.

(b) If the Chairman of a general meeting is participating in the general meeting using an Electronic Facility or Facilities and becomes unable to participate in the general meeting using such Electronic Facility or Facilities, another person (determined in accordance with Article 70(a) above) shall preside as a chairman of the meeting unless and until the original Chairman of the meeting is able to participate in the general meeting using the Electronic Facility or Facilities.

71 Subject to Article 71C, the chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time (or indefinitely) and from place to place(s), and change the form of the meeting (Physical Meeting, Hybrid Meeting or Electronic Meeting) as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least 7 clear days' notice, specifying the details set out in Article 65(b) of the adjourned meeting shall be given but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

~~71 Subject to Article 71C, the chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time (or indefinitely) and from place to place(s), and change the form of the meeting (physical meeting, hybrid meeting or electronic meeting) as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least 7 clear days' notice, specifying the details set out in Article 65(b) of the adjourned meeting shall be given but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.~~

71A. 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 Eelectronic Ffacility or Ffacilities at such location or locations ("Meeting Location(s)") determined by the Board at its absolute discretion. Any Shareholder or (in the case of a Shareholder being a corporation) its duly authorised representative or any proxy attending and participating in such way or any Shareholder or proxy attending and participating in an Eelectronic Mmeeting or a Hhybrid Mmeeting by ~~electronic~~ Electronic ~~means faciliites~~Facilities 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 and electronic meeting:~~All general meetings are subject to the following and, where appropriate, all references to a "Shareholder" or "Shareholders" in this Article 71A shall include a duly authorised representative or duly authorised representatives or a proxy or proxies respectively:

(a) Where a member is attending at a Meeting Location and/or in the case of a Hybrid Meeting, the m~~M~~eeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;

(b) Shareholders present in person or (in the case of a Shareholder being a corporation) by its duly authorised representative or by proxy at the Meeting Location(s) and/or Shareholders participating in an E~~e~~lectronic M~~m~~eeting or a H~~h~~ybrid M~~m~~eeting by ~~electronic means facilities~~Electronic Facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that Shareholders attending at all Meeting Locations and Shareholders participating in an E~~e~~lectronic M~~m~~eeting or a H~~h~~ybrid M~~m~~eeting by E~~e~~lectronic ~~means~~ Facilities are able to participate in the business for which meeting has been convened;

(c) where Shareholders attend a meeting by being present at one of the Meeting Locations and/or where Shareholders participating in an E~~e~~lectronic M~~m~~eeting or a H~~h~~ybrid M~~m~~eeting by E~~e~~lectronic M~~m~~eans, a failure (for any reason) of communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or, in the case of an E~~e~~lectronic M~~m~~eeting or a H~~h~~ybrid M~~m~~eeting, the inability of one or more Shareholders or proxies to access, or continue to access, the ~~electronic facilities~~Electronic Facilities despite adequate ~~electronic facilities~~Electronic Facilities having been made available by the Company, shall not affect the validity of the meeting, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and

(d) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a H~~h~~ybrid M~~m~~eeting, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an E~~e~~lectronic M~~m~~eeting, the time for lodging proxies shall be as stated in the notice for the meeting.

71B. The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an Eelectronic Mmeeting or a Hhybrid Mmeeting by Eelectronic Mmeans (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Shareholder who, pursuant to such arrangements, is ~~not~~ entitled to attend, in person or (in the case of a Shareholder being a corporation) by its duly authorised representative, or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Shareholder so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

…

71C. (a) the ~~electronic facilities~~Electronic Facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 71A(a) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or

(b) in the case of an Eelectronic Mmeeting or a Hhybrid Mmeeting, ~~electronic facilities~~Electronic Facilities being made available by the Company have become inadequate; or

…

71E. If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time and place and/or by means of the ~~electronic facilities~~Electronic Facilities specified in the notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the Eelectronic Ffacility or Ffacilities and/or change the form of the meeting (a Physical Meeting, an Electronic Meeting or a Hybrid Meeting)~~from a physical meeting to a hybrid meeting (or vice versa)~~ without approval from the Shareholders. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:

(a) when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a Notice shall not affect the automatic postponement of ~~such~~ a meeting);

(b) when only the form of the meeting or ~~electronic facilities~~Electronic Facilities specified in the notice are changed, the Board shall notify the Shareholders of details of such change in such manner as the Board may determine;

(c) when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 71, unless already specified in the original notice of the meeting, the Board shall fix the date, time, place (if applicable) and ~~electronic facilities~~Electronic Facilities (if applicable) for the postponed or changed meeting and shall notify the Shareholders of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and

…

71F. All persons seeking to attend and participate in a Hh~~y~~brid Mm~~e~~eeting or an Ee~~l~~ectronic Mm~~e~~eeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Articles 71C ~~and 71H~~, any inability of a person or persons to attend or participate in a general meeting by way of Eelectronic Ffacility or Ffacilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.

71G. Without prejudice to other provisions in Article 71, a Ppphysical Mmeeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

71H. Without prejudice to Articles 71A to 71G, and subject to the Companies Act and the Listing Rules and any other applicable laws, the Board may resolve to enable persons entitled to attend an Eelectronic Mmeeting to do so by simultaneous attendance by Eelectronic Mmeans with no Shareholder necessarily in physical attendance. Each Shareholder or (in the case of a Shareholder being a corporation) its duly authorised representative or its proxy shall be counted in the quorum for, and entitled to vote at, the Eelectronic Mmeeting in question, and that general meeting shall be duly constituted and its proceedings valid if the chairman of the Eelectronic Mmeeting is satisfied that adequate facilities are available throughout the Eelectronic Mmeeting to ensure that Shareholders attending the Eelectronic Mmeeting who are not present together at the same place may, by Eelectronic Mmeans, attend and speak or communicate and vote at it.

71I. (a) the Eelectronic Pplatform, facilities or security at the Eelectronic Mmeeting have become inadequate; or

71J. If, after the sending of notice of an Eelectronic Mmeeting but before the Eelectronic Mmeeting is held, or after the adjournment of an Eelectronic Mmeeting but before the adjourned Eelectronic Mmeeting is held (whether or not notice of the adjourned Eelectronic Mmeeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or unsafe for any reason to hold the Eelectronic Mmeeting on the date or at the time and/or by means of the Eelectronic Pplatform specified in the notice calling the meeting, they may change or postpone the meeting to another date, time and/or Eelectronic Pplatform, and the provisions of Article 71E shall apply mutatis mutandis to any such Eelectronic Mmeeting.

71K. The board and, at any Eelectronic Mmeeting, the chairman may make any arrangement and impose any requirement as restriction as is necessary to ensure the identification of those taking part and the security of the Eelectronic Pplatform and all Eelectronic Ceommunications associated therewith, and the provisions of Articles 71D and 71F (as appropriate) shall apply mutatis mutandis to any such Eelectronic Mmeeting.

…

VOTES OF SHAREHOLDERS

79 Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share), and on a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in this Article) have one vote. All resolutions put to the Shareholders at Eelectronic Mmeetings shall be voted on by a poll, which poll votes may be cast by such Eelectronic Mmeans as the Board may, in its sole discretion, deem appropriate for the purposes of the Eelectronic Mmeetings. On a poll, votes may be given either personally or by proxy. A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands and on a poll, each such proxy is under no obligation to cast all his votes in the same way. Votes may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.

…

87 The instrument appointing a proxy shall be in writing and if the Board in its absolute discretion determines, may be contained in an Eelectronic Ceommunication, and: (i) if in writing but not contained in an Eelectronic Ceommunication, under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.; or (ii) in the case of an appointment contained in an Eelectronic Ceommunication, submitted by or on behalf of the appointer, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine.

88 (a) 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 Eelectronic Mmeans to that electronic address or Electronic Platform, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the electronic address or Electronic Platform. Without limitation to the aforesaid, 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 Eelectronic Ceommunications 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 Eelectronic Mmeans, 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.

(b) The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office), 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 48 hours before the time for holding the meeting or adjourned meeting or postponed meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default of such deposit or receipt the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting or postponed meeting where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

…

91 A vote given in accordance with the terms of an instrument of proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the Share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place or in such other manner as is referred to in Article 88(b), at least 2 hours before the commencement of the meeting or adjourned meeting or postponed meeting, at which the proxy is used.

…

BOARD OF DIRECTORS

96 The number of Directors shall not be less than two (2). The Company shall keep at its Registered Office a register of its directors and officers in accordance with the ~~Companies Act~~Statutes.

…

104 (b) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the ~~Companies Act~~Statutes, the Company shall not directly or indirectly:

…

BORROWING POWERS

…

116 The Board may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular but subject to the provisions of the ~~Companies Act~~Statutes, by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

…

119 The Directors shall cause a proper register to be kept, in accordance with the provisions of the ~~Companies Act~~Statutes, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with such provisions of the ~~Companies Act~~Statutes with regard to the registration of mortgages and charges as may be specified or required.

…

MANAGEMENT

127 The business of the Company shall be managed by the Board who, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the ~~Companies Act~~Statutes expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the ~~Companies Act~~Statutes and of these Articles and to any regulations from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

…

PROCEEDINGS OF THE DIRECTORS

…

134 A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Board which may be held in any part of the world, but no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Board. Notice thereof shall be given to each Director and alternate Director in person orally or in writing or by E~~e~~lectronic M~~m~~eans to an electronic address 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 by telex or telegram or facsimile transmission at the telephone or facsimile number or address from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine. A Director absent or intending to be absent from the territory in which the Head Office is for the time being situate may request the Board or the Secretary that notices of Board meetings shall during his absence be sent in writing to him at his last known address, electronic address, facsimile or telex number or any other address, facsimile or telex number or by Electronic Means to an electronic address 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, given by him to the Company for this purpose, but such notices need not be given any earlier than notices given to the other Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from such territory.

…

142 (a) A resolution in writing signed by all the Directors (or their respective alternate Directors) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolutions in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of Electronic Communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of this Article. ~~and for this purpose a facsimile signature of a Director or alternate Director shall be treated as valid.~~

…

SECRETARY

144 The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may, without prejudice to his right under any contract with the Company, be removed by the Board. Anything by the ~~Companies Act~~Statutes or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically on behalf of the Board.

145 The Secretary shall attend all meetings of the Shareholders 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 ~~Companies Act~~Statutes and these Articles, together with such other duties as may from time to time be prescribed by the Board.

146 A provision of ~~the 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.

GENERAL MANAGEMENT AND USE OF THE SEAL

147 (a) Subject to the ~~Companies Act~~Statutes, the Company shall have one or more Seals as the Board may determine, and may have a Seal for use outside the Cayman Islands. The Board shall provide for the safe custody of each Seal, and no Seal shall be used without the authority of the Board or a committee authorised by the Board in that behalf.

…

CAPITALISATION OF RESERVES

153 (a) The Company in general meeting may, upon the recommendation of the Board, resolve to capitalise any sum standing to the credit of any of the Company's reserve accounts which are available for distribution (including its share premium account and capital redemption reserve fund, subject to the ~~Companies Act~~Statutes) and to appropriate such sums to the holders of Shares on the Register at the close of business on the date of the relevant resolution (or such other date as may be specified therein or determined as provided therein) in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of Dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid.

(b) Subject to the ~~Companies Law~~Statutes, whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the reserves or profits and undivided profits resolved to be capitalised thereby, and attend to all allotments and issues of fully paid Shares, debentures, or other securities and generally shall do all acts and things required to give effect thereto. For the purpose of giving effect to any resolution under this Article, the Board may settle any difficulty which may arise in regard to a capitalisation issue as it thinks fit, and in particular may disregard fractional entitlements or round the same up or down and may determine that cash payments shall be made to any Shareholders in lieu of fractional entitlements or that fractions of such value as the Board may determine may be disregarded in order to adjust the rights of all parties or that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the Shareholders concerned, and no Shareholders who are affected thereby shall be deemed to be, and they shall be deemed not to be, a separate class of Shareholders by reason only of the exercise of this power. The Board may authorise any person to enter on behalf of all Shareholders interested in a capitalisation issue any agreement with the Company or other(s) providing for such capitalisation and matters in connection

therewith and any agreement made under such authority shall be effective and binding upon all concerned. Without limiting the generality of the foregoing, any such agreement may provide for the acceptance by such persons of the Shares, debentures or other securities to be allotted and distributed to them respectively in satisfaction of their claims in respect of the sum so capitalised.

…

DIVIDENDS AND RESERVES

154 (a) Subject to the ~~Companies Act~~Statutes and these Articles, the Company in general meeting may declare Dividends in any currency but no Dividends shall exceed the amount recommended by the Board.

(b) The Board may also pay half-yearly or at other suitable intervals to be settled by it any Dividend which may be payable at a fixed rate if the Board is of the opinion that the financial conditions and the profits of the Company justify the payment.

…

156 (a) No Dividend shall be declared or paid or shall be made otherwise than in accordance with the ~~Companies Act~~Statutes.

(b) Subject to the provisions of the Statutes~~Companies Act~~ but without prejudice to paragraph of this Article, where any asset, business or property is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) the profits and losses thereof as from such date may at the discretion of the Board in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company, and be available for Dividend accordingly. Subject as aforesaid, if any Shares or securities are purchased cum Dividend or interest, such Dividend or interest may at the discretion of the Board be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof or to apply the same towards reduction of or writing down the book cost of the asset, business or property acquired.

…

167 Unless otherwise directed by the Board, any Dividend or other moneys payable or bonuses, rights or other distributions in respect of any Share may be paid by electronic funds transfer to the Shareholder ~~by wire transfer~~ or satisfied by cheque or warrant or certificate or other documents or evidence of title sent through the post to the registered address of the Shareholder entitled, or, in the case of joint holders, to the registered address of that one whose name stands first in the Register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque, warrant, certificate or other document or evidence of title so sent shall be made payable to the order of the person to whom it is sent or, in the case of certificates or other documents or evidence of title as aforesaid, in favour of the Shareholder(s) entitled thereto, and the payment on any such cheque or warrant by the banker upon whom it is drawn shall operate as a good discharge to the Company in respect of the Dividend and/or other moneys represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. 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. Every such cheque, warrant, certificate or other document or evidence of title as aforesaid shall be sent at the risk of the person entitled to the Dividend, money, bonus, rights and other distributions represented thereby.

…

ANNUAL RETURNS

171 The Board shall make or cause to be made such annual or other returns or filings as may be required to be made in accordance with the Statutes~~Companies Act~~.

ACCOUNTS

172 The Board shall cause proper books of account to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place; and of the assets and liabilities of the Company and of all other matters required by the ~~Companies Act~~Statutes necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions.

…

174 No Shareholder (not being a Director) or other person shall have any right of inspecting any account or book or document of the Company except as conferred by the ~~Companies Act~~Statutes or ordered by a court of competent jurisdiction or authorised by the Board or the Company in general meeting.

…

NOTICES

180 (a) Except where otherwise expressly stated, any notice or document (including any "corporate communications" and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules) to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the ~~Companies Act~~Statutes and the Listing Rules from time to time and subject to this Article, by cable, telex or facsimile transmission message or other form of electronic transmission or Eelectronic Ceommunication. A notice calling a meeting of the Board need not be in writing.

…

(b) (v) by sending or transmitting it as an Eelectronic Ceommunication to the relevant person at such electronic address or Electronic Platform as he may provide under Article 180(f) without the need for any additional consent or notification~~, 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~~;

(vi) by publishing on the Company's website ~~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~~ or the website of the HK Stock Exchange without the need for any additional consent or notification, provided that for any actionable corporate communications, it must be sent to the Shareholders individually as well as publishing it on the Company's website or the website of the HK Stock Exchange ~~computer network website (a "notice of availability")~~; or

…

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

…

~~(e)~~(d) 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.

~~(f)~~(e) Every Shareholder 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.

…

182 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 Eelectronic M~~m~~eans (including through any relevant system), shall be deemed to have been given on the day on which it is transmitted from the server of the Company or its agent~~. A notice placed on the Company's website or the website of the HK Stock Exchange, is deemed given by the Company to a Shareholder on the day following that on which a notice of availability is deemed served on the Shareholder~~;

(c) if published on either the Company's website or the website of the HK Stock Exchange, shall be deemed to have been given by the Company on the day it first 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~~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~~;

…

183 A notice or document (including any "corporate communications" within the meaning ascribed thereto under the Listing Rules) may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, 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 ~~an~~ electronic or postal address has been so supplied) by giving the notice or document in any manner in which the same might have been given as if the death, mental disorder, bankruptcy or winding up had not occurred.

~~184 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 served to the person from whom he derives his title to such share.~~

~~185~~184 Any notice or document (including any corporate communications within the meaning ascribed thereto under the Listing Rules) delivered or sent ~~by post to, or left at the registered address of any Shareholder in pursuance of~~in any manner permitted by these Articles, shall notwithstanding that such Shareholder be then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, be deemed to have duly served in respect of any registered Shares whether held solely or jointly with other persons by such Shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such Shares.

~~186~~185 The signature to any notice or document to be given by the Company may be written or printed or, where relevant, by Electronic Signature.

186 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.

…

WINDING UP

188 Subject to the ~~Companies Act~~Statutes, a resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution.

…

190 If the Company shall be wound up (in whatever manner) the liquidator may, with the sanction of a Special Resolution and any other sanction required by the ~~Companies Act~~Statutes, divide among the Shareholders in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different classes of Shareholders and the Shareholders within each class. The liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of Shareholders as the liquidator, with the like sanction, shall think fit, but so that no Shareholder shall be compelled to accept any Shares or other assets upon which there is a liability.

INDEMNITY

191 The Directors, managing directors, alternate Directors, Auditors, Secretary and other officers for the time being of the Company and the trustees (if any) for the time being acting in relation to any of the affairs of the Company, and their respective executors or administrators, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own fraud or dishonesty, and none of them shall be answerable for the acts, receipts, neglects or defaults of any other of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects of the Company shall be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of the Company shall be placed out or invested, or for any other loss, misfortune or damage which may arise in the execution of their respective offices or trusts, or in relation thereto, except as the same shall happen by or through their own fraud, dishonesty, or recklessness. The Company may take out and pay the premium and other moneys for the maintenance of insurance, bonds and other instruments for the benefit either of the Company or the Directors (and/or other officers) or any of them to indemnify the Company and/or Directors (and/or other officers) named therein for this purpose against any loss, damage, liability and claim which they may suffer or sustain in connection with any breach by the Directors (and/or other officers) or any of them of their duties to the Company.

UNTRACEABLE SHAREHOLDERS

192 Without prejudice to the rights of the Company under Article 193(1), tThe Company may exercise the power to cease sending electronic funds transfers or cheques for Dividend entitlements or Dividend warrants by post if such electronic funds transfers, cheques or warrants remain uncashed (in the case of wire transfers, unsuccessful or rejected) on two consecutive occasions or after the first occasion on which such an electronic funds transfer, cheque or warrant is returned undelivered (in the case of electronic funds transfers, unsuccessful or rejected).

193 (1)~~(a)~~ The Company shall have the power to sell, in such manner as the Board thinks fit, any Shares of a Shareholder who is untraceable, but no such sale shall be made unless:

(a) all electronic funds 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 electronic funds transfers, unsuccessful or rejected);

(b) so far as it is aware at the end of the relevant period, the Company has not at any time during the relevant period received any indication of the existence of the Member who is the holder of such shares or of a person entitled to such shares by death, bankruptcy or operation of law; and

(c) the Company, if so required by the 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.

For the purpose of the foregoing, the "relevant period" means the period commencing twelve (12) years before the date of publication of the advertisement referred to in paragraph (c) of this Article and ending at the expiry of the period referred to in that paragraph.

~~(i) during the period of 12 years prior to the date of the advertisements referred to in sub-paragraph (ii) below (or, if published more than once, the first thereof) at least three Dividends or other distributions in respect of the Shares in question have become payable or been made and no Dividend or other distribution in respect of the Shares during that period has been claimed, or all electronic funds transfers, cheques or warrants, not being less than three in number, for any sums payable in cash to the holder of such shares have remained uncashed (in the case of electronic funds transfers, unsuccessful or rejected);~~

~~(ii) the Company has caused an advertisement to be inserted in the Newspapers of its intention to sell such Shares and a period of three months has elapsed since the date of such advertisement (or, if published more than once, the first thereof);~~

~~(iii) the Company has not at any time during the said periods of 12 years and three months received any indication of the existence of the holder of such Shares or of a person entitled to such Shares by death, bankruptcy or operation of law; and~~

~~(iv) the Company has notified the HK Stock Exchange of its intention of such sale.~~

…

SUBSCRIPTION RIGHT RESERVE

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

…

STOCK

196 The following provisions shall have effect at any time and from time to time provided that they are not prohibited by or inconsistent with the ~~Companies Act~~Statutes:

…

Mount Everest Gold Group Company Limited
珠峰黃金集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1815)

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Mount Everest Gold Group Company 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 Thursday, 18 June 2026 at 2:00 p.m. for the following purposes:

1. To receive and approve the audited consolidated financial statements and the reports of the directors (the "**Directors**") and auditor (the "**Auditor**") of the Company for the year ended 31 December 2025;

2. (a) To re-elect Mr. Chen He as an executive Director;

   (b) To re-elect Mr. Hu Qilin as an independent non-executive Director; and

   (c) To authorise the board of Directors (the "**Board**") to fix the remuneration of the Directors.

3. To re-appoint Linksfield CPA Limited as the Auditor and to authorise the Board to fix its remuneration;

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

ORDINARY RESOLUTIONS

A. "**THAT**:

   (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the "**Shares**") and/or to sell or transfer treasury Shares and to make or grant offers, agreements, options, awards and other rights which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options, awards and other rights which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of Shares allotted and/or sold or transferred or agreed conditionally or unconditionally to be allotted and/or sold or transferred (whether pursuant to an option or award or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of:

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

(ii) any issue of Shares under a share scheme of the Company or similar arrangement for the time being adopted for the grant or issue to option or award holders of Shares; or

(iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or

(iv) any adjustment, after the date of grant or issue of any options, awards, rights to subscribe or other securities referred to above, in the price at which Shares shall be subscribed, and/or in the number of Shares which shall be subscribed, on exercise of relevant rights under such options, awards, rights to subscribe or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, awards, rights to subscribe or other securities; or

(v) a specified authority granted by the shareholders of the Company (the "**Shareholders**") in general meeting, shall not exceed the aggregate of:

(aa) 20% of the total number of issued Shares (excluding treasury Shares) of the Company as at the date of passing of this resolution; and

(bb) (if the Directors are so authorised by a separate ordinary resolution of the Shareholders) the total number of Shares of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued Shares (excluding treasury Shares) of the Company as at the date of passing of this resolution),

and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws of the Cayman Islands to be held; or

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.

"**Rights Issue**" means an offer of Shares, or an offer of warrants, options, awards or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong)."

B. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase its own Shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange, as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the total number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued Shares (excluding treasury Shares) of the Company as at the date of passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and

(c) for the purposes of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws of the Cayman Islands to be held; or

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting."

C. "**THAT** conditional upon resolutions no. 4A and 4B above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares and/or to sell or transfer treasury Shares and to make or grant offers, agreements, options, awards and other rights, or issue other securities which would or might require the exercise of such powers pursuant to resolution no. 4A above be and is hereby extended by the addition thereto of an amount representing the total number of Shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 4B above, provided that such amount shall not exceed 10% of the total number of issued Shares (excluding treasury Shares) of the Company as at the date of passing of the said resolution."

SPECIAL RESOLUTION

D. "**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 III to the circular of the Company dated 24 April 2026, be and are hereby approved;

(b) the third amended and restated 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
Mount Everest Gold Group Company Limited
Chen He
Chairman

Hong Kong, 24 April 2026

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 AGM (or at any adjournment thereof) is entitled to appoint another person as his proxy. Any member who holds two or more 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 AGM, 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 AGM 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 AGM (i.e. not later than 2:00 p.m. on Tuesday, 16 June 2026) 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 AGM and voting in person if he so wishes. In the event of a member who has lodged a form of proxy attending the AGM, the form of proxy will be deemed to have been revoked.

4. The register of members of the Company will be closed from Monday, 15 June 2026 to Thursday, 18 June 2026 (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 AGM, 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 Friday, 12 June 2026 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 He, Mr. Qian Pengcheng and Ms. Huang Wen as executive Directors; and Mr. Yu Leung Fai, Mr. Hu Qilin and Mr. Zhang Zuhui as independent non-executive Directors.