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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, 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.

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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)

CONTINUING CONNECTED TRANSACTIONS FOR SOURCING OF SILVER INGOTS: (1) AMENDMENTS TO 2024-2026 FRAMEWORK PURCHASE AGREEMENT AND REVISION OF EXISTING ANNUAL CAP; AND (2) RENEWAL OF FRAMEWORK PURCHASE AGREEMENT FOR 2027-2029 AND NOTICE OF EXTRAORDINARY GENERAL MEETING

**Independent Financial Adviser to
the Independent Board Committee and the Independent Shareholders**



A letter from the Board is set out on pages 5 to 19 of this circular. A letter from the Independent Board Committee (as defined herein) containing its advice to the Independent Shareholders (as defined herein) is set out on pages 20 to 21 of this circular. A letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 22 to 41 of this circular.

Resolutions will be proposed at the Extraordinary 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 Wednesday, 29 July 2026 at 2:00 p.m. or any adjournment thereof to approve the matters referred to in this circular.

The notice convening the Extraordinary 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 Monday, 27 July 2026) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will 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 Extraordinary 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.

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DEFINITIONS

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

“2021-2023 Framework Purchase Agreement”	the framework purchase agreement entered between Jiangxi Jiying and Longtianyong on 16 November 2020 in relation to the sourcing of silver ingots from Longtianyong for the period from 1 January 2021 to 31 December 2023
“2024-2026 Framework Purchase Agreement”	the framework purchase agreement entered between Jiangxi Jiying and Longtianyong on 3 November 2023 in relation to the sourcing of silver ingots from Longtianyong for the period from 1 January 2024 to 31 December 2026
“2027-2029 Framework Purchase Agreement”	the framework purchase agreement entered between Jiangxi Jiying and Zhejiang Fuyin (each on behalf of itself and its affiliates) on 12 June 2026 in relation to the sourcing of silver ingots from Zhejiang Fuyin and/or its affiliates for the period from 1 January 2027 to 31 December 2029
“affiliate(s)”	with respect to any specified company, any subsidiary of such specified company, any company that directly or indirectly controls such specified company, and any company under common control with such specified company, where control means holding more than 50% of the voting rights of the company under control or having the power to appoint a majority of the members of its board of directors
“Board”	the board of Directors
“China Silver Group”	China Silver Group Limited (中國白銀集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 815), which is a substantial shareholder (as defined under the Listing Rules) of the Company
“Company”, “we”, “us”	Mount Everest Gold Group Company Limited (珠峰黃金集團有限公司)(formerly known as CSMall Group Limited (金貓銀貓集團有限公司)), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1815)

DEFINITIONS

“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be convened and held for the Independent Shareholders to consider and, if thought fit, approve the Revised Annual Cap for the year ending 31 December 2026, the Supplemental Agreement, the 2027-2029 Framework Purchase Agreement and the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2027, 2028 and 2029
“Group”	the Company and its subsidiaries
“Independent Board Committee”	the independent committee of the Board comprising all the independent non-executive directors of the Company formed to advise the Independent Shareholders in respect of the Revised Annual Cap for the year ending 31 December 2026, the Supplemental Agreement, the 2027-2029 Framework Purchase Agreement and the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2027, 2028 and 2029
“Independent Financial Adviser”	Carlyon Capital Limited (格理昂資本有限公司), a corporation licensed to carry on Type 6 (advising on corporate finance) regulated activities as defined under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Revised Annual Cap for the year ending 31 December 2026, the Supplemental Agreement, the 2027-2029 Framework Purchase Agreement and the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2027, 2028 and 2029
“Independent Shareholders”	those Shareholders who do not have a material interest for the Revised Annual Cap, the Supplemental Agreement, the 2027-2029 Framework Purchase Agreement and the transactions contemplated thereunder and are hence not required to abstain from voting on the Shareholders’ resolution to be proposed at the EGM

DEFINITIONS

“Initial Framework Purchase Agreement”	the framework purchase agreement entered by Shenzhen Guoyintongbao and Jiangxi Jiyin with Longtianyong on 19 February 2018 in relation to the sourcing of silver ingots and related raw materials from Longtianyong for the period from 13 March 2018 to 31 December 2019 (as renewed between Jiangxi Jiyin and Longtianyong on 1 January 2020 on the same terms for the period from 1 January 2020 to 31 December 2020)
“Jiangxi Jiyin”	Jiangxi Jiyin Company Limited* (江西吉銀實業有限公司), a company incorporated in the PRC with limited liability and a wholly owned subsidiary of the Company
“Latest Practicable Date”	6 July 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Longtianyong”	Jiangxi Longtianyong Nonferrous Metals Co., Ltd.* (江西龍天勇有色金屬有限公司), a company incorporated in the PRC with limited liability and an indirect wholly owned subsidiary of China Silver Group through Zhejiang Fuyin and hence a connected person of the Company
“Longtianyong Group”	Longtianyong and its affiliates
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules
“PRC”	the People’s Republic of China, excluding, for the purposes of this circular only, Taiwan, Hong Kong Special Administrative Region and Macau Special Administrative Region
“Prospectus”	the prospectus dated 28 February 2018 published by the Company

DEFINITIONS

“Revised Annual Cap”	the proposed revised annual cap for the year ending 31 December 2026 in respect of the transactions under the 2024-2026 Framework Purchase Agreement as set out in the section headed “Transaction Amount, Existing Annual Cap and Revised Annual Cap for 2026” in this circular
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Shanghai Huatong”	Shanghai White Platinum & Silver Exchange* (上海華通鉑銀交易市場有限公司), a company incorporated in the PRC with limited liability
“Share(s)”	ordinary share(s) of US\$0.0001 each in the capital of the Company
“Shareholder(s)”	holder(s) of Shares(s)
“Shenzhen Guoyintongbao”	Shenzhen Guoyintongbao Company Limited* (深圳國銀通寶有限公司), a company incorporated in the PRC with limited liability and a wholly owned subsidiary of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Agreement”	The supplemental agreement to the 2024-2026 Framework Purchase Agreement dated 12 June 2026
“Zhejiang Fuyin”	Zhejiang Fuyin Lithium Industry Co., Ltd.* (浙江富銀鋰業有限公司), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of China Silver Group and hence a connected person of the Company
“Zhejiang Fuyin Group”	Zhejiang Fuyin and its affiliates (including Longtianyong)

* For identification purpose only

LETTER FROM THE BOARD

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, the PRC

*Principal Place of Business
in Hong Kong:*

Unit 5, 17/F, China Merchants Tower

Shun Tak Centre

168-200 Connaught Road Central

Sheung Wan

Hong Kong

9 July 2026

To the Shareholders

Dear Sir or Madam,

**CONTINUING CONNECTED TRANSACTIONS FOR SOURCING OF
SILVER INGOTS: (1) AMENDMENTS TO 2024-2026 FRAMEWORK
PURCHASE AGREEMENT AND REVISION OF EXISTING ANNUAL
CAP; AND (2) RENEWAL OF FRAMEWORK PURCHASE AGREEMENT
FOR 2027-2029**

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 12 June 2026 regarding, among others, the proposed amendments to the 2024-2026 Framework Purchase Agreement and revision of existing annual cap for the year ending 31 December 2026, and the proposed renewal

LETTER FROM THE BOARD

of continuing connected transactions by entering into the 2027-2029 Framework Purchase Agreement for the sourcing of silver ingots for the period from 1 January 2027 to 31 December 2029.

The purpose of this circular is to provide the Shareholders with further information regarding the Revised Annual Cap for the year ending 31 December 2026, the Supplemental Agreement, the 2027-2029 Framework Purchase Agreement and the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2027, 2028 and 2029 as set out on pages 5 to 13 of this circular, and to seek approval of the Independent Shareholders in respect of the ordinary resolutions set out in the notice of the EGM on pages EGM-1 to EGM-3 of this circular.

In respect of the Revised Annual Cap for the year ending 31 December 2026, the Supplemental Agreement, the 2027-2029 Framework Purchase Agreement and the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2027, 2028 and 2029, the recommendation of the Independent Board Committee to the Independent Shareholders is set out on pages 20 to 21 of this circular and the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders containing its advice is set out on pages 22 to 41 of this circular.

AMENDMENTS TO 2024-2026 FRAMEWORK PURCHASE AGREEMENT AND REVISION OF EXISTING ANNUAL CAP

As elaborated in the section headed “Reasons for and Benefits of Entering into the Supplemental Agreement and Revised Annual Cap for 2026” herein, the Board envisages that the existing annual cap of RMB200 million for the year ending 31 December 2026 under the 2024-2026 Framework Purchase Agreement will not be sufficient due to the significant increase in silver prices since the second half of 2025 and the increased demand from the Group’s customers.

Accordingly, the Company proposes to revise the annual cap for the transactions contemplated under the 2024-2026 Framework Purchase Agreement for the year ending 31 December 2026 to RMB500 million. On 12 June 2026, the Group entered into a Supplemental Agreement with Longtianyong to amend the 2024-2026 Framework Purchase Agreement by expanding the scope of suppliers from Longtianyong to Longtianyong and its affiliates, and the scope of purchasers from Jiangxi Jiyin to Jiangxi Jiyin and its affiliates. This will enable members of the Group to procure silver ingots from members of the Longtianyong Group and is expected to enhance the stability and flexibility of the Group’s silver ingot supply in light of the Revised Annual Cap.

Save as disclosed above, all other terms of the 2024-2026 Framework Purchase Agreement remain unchanged and continue in full force and effect. For details of the 2024-2026 Framework Purchase Agreement, please refer to the announcement of the Company dated 3 November 2023.

LETTER FROM THE BOARD

The Supplemental Agreement

Date

12 June 2026

Parties

- (i) Jiangxi Jiyin, as the purchaser
- (ii) Longtianyong, as the supplier

Key Term

The following clause shall be added to the 2024-2026 Framework Purchase Agreement:

Jiangxi Jiyin and/or any of its affiliates may purchase silver ingots from Longtianyong and/or any of its affiliates for use as raw materials in the manufacture of silver products.

For the purpose of this agreement, “affiliates” means, with respect to any specified company, any subsidiary of such specified company, any company that directly or indirectly controls such specified company, and any company under common control with such specified company, where control means holding more than 50% of the voting rights of the company under control or having the power to appoint a majority of the members of its board of directors.

Revision of Existing Annual Cap for 2026

Transaction Amount, Existing Annual Cap and Revised Annual Cap for 2026

The table below sets out the historical transaction amount of the Group’s sourcing of silver ingots from Longtianyong for the five months ended 31 May 2026, as well as the existing annual cap and proposed revised annual cap of the transactions contemplated under the 2024-2026 Framework Purchase Agreement for the year ending 31 December 2026:

<i>Existing annual cap for the year ending 31 December 2026</i>	
<i>(RMB million)</i>	200
<i>Historical transaction amount for the five months ended 31 May 2026</i>	
<i>(RMB million, approximately)</i>	147.8
<i>Historical annual cap utilisation rate for the year ending 31 December 2026 (approximately)</i>	73.9%
<i>Proposed revised annual cap (the “Revised Annual Cap”) for the year ending 31 December 2026 (RMB million)</i>	500

LETTER FROM THE BOARD

The Company confirms that, as at the Latest Practicable Date, the actual transaction amount under the 2024-2026 Framework Purchase Agreement has not exceeded the existing annual cap for the year ending 31 December 2026.

Basis for Determining the Revised Annual Cap for 2026

In determining the Revised Annual Cap for the year ending 31 December 2026 above, the Directors have taken into account the following factors:

- (i) the expected demand of the Group for silver ingots is projected at approximately 18 tonnes for the remaining second half of 2026, based on the historical procurement volume and transaction amounts for the five months ended 31 May 2026, the Group's expected sales orders and production plan for the remaining second half of 2026 and the Group's current business outlook and expected market demand for its silver products;
- (ii) the estimated unit cost of silver ingots to be procured by the Group for the remaining second half of 2026 is projected at approximately RMB17.5 million per ton, based on the historical market silver price during the five months ended 31 May 2026 and the prevailing trend in silver prices; and
- (iii) the need for a buffer for any unexpected increase in the transaction amounts in the remaining period of the year ending 31 December 2026, which may be caused by any unexpected increase in market demand for the Group's silver products, market volatility arising from geopolitical and macroeconomic uncertainties and fluctuations in prices of silver ingots as a commodity. Having considered the foregoing factors, the buffer reserved for purpose of Revised Annual Cap is approximately 7%, which the Board considers to be fair and reasonable.

Reasons for and Benefits of Entering into the Supplemental Agreement and Revised Annual Cap for 2026

Since the second half of 2025, international silver prices have increased significantly and remained at elevated levels. As silver ingots are one of the key raw materials used by the Group for the design and sale of silver products, the significant increase in silver prices has directly increased the Group's procurement cost of silver ingots, prompting the Group to plan an upward adjustment to the annual cap. In 2023, the existing annual caps under the 2024-2026 Framework Purchase Agreement were determined with reference to, among other things, the then estimated cost of silver ingots to be procured by the Group, which was calculated based on the expected quantity required and the expected unit cost. In 2023, the forecasted silver price for the year ending 31 December 2026 was approximately RMB5.8 million per ton while the average market silver price for the five months ended 31 May 2026 was approximately RMB17.7 million per ton.

LETTER FROM THE BOARD

Taking into account (i) the significant increase in silver prices since the second half of 2025; (ii) the expected procurement requirements of silver ingots by the Group for its silver product business; (iii) the increased demand for the Group's silver products from its customers; and (iv) the need to maintain a stable and reliable supply of raw materials in the ordinary and usual course of the Group's business, the Directors expect that the existing annual cap for 2026 under the 2024-2026 Framework Purchase Agreement will not be sufficient to meet the Group's business needs and it would also be beneficial to expand the scope of supplier and purchaser entities under the 2024-2026 Framework Purchase Agreement, thereby enabling members of the Group to procure silver ingots from a broader range of entities within the Longtianyong Group and further enhancing the stability of the Group's silver ingot supply in light of the increased demand and the Revised Annual Cap.

Based on the above, the Directors (whereby the independent non-executive Directors' view is set out in the letter from the Independent Board Committee in this circular) are of the view that the transactions contemplated under the 2024-2026 Framework Purchase Agreement, as amended and supplemented by the Supplemental Agreement and subject to the Revised Annual Cap, are in the ordinary and usual course of business of the Group and on normal commercial terms or better, and that the terms thereof and the Revised Annual Cap thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

RENEWAL OF FRAMEWORK PURCHASE AGREEMENT FOR 2027-2029

In anticipation of the expiry of the 2024-2026 Framework Purchase Agreement and to ensure a continuous and stable supply of silver ingots to the Group, on 12 June 2026, the Group entered into the 2027-2029 Framework Purchase Agreement with Zhejiang Fuyin, pursuant to which the Zhejiang Fuyin Group will provide silver ingots to the Group for the period from 1 January 2027 to 31 December 2029, subject to the approval by the Independent Shareholders at the EGM.

Details of the 2027-2029 Framework Purchase Agreement and the transactions contemplated thereunder are set out below.

The 2027-2029 Framework Purchase Agreement

Date

12 June 2026

Parties

- (i) Jiangxi Jiyin (signing on behalf of itself and its affiliates), as the purchaser
- (ii) Zhejiang Fuyin (signing on behalf of itself and its affiliates), as the supplier

LETTER FROM THE BOARD

Term

The 2027-2029 Framework Purchase Agreement will be effective during the period from 1 January 2027 to 31 December 2029.

Jiangxi Jiyin and Zhejiang Fuyin, each signing on behalf of itself and its affiliates, may renew the 2027-2029 Framework Purchase Agreement through friendly negotiations, subject to compliance with the relevant requirements under the Listing Rules and all other applicable laws and regulations.

Subject Matter

Pursuant to the 2027-2029 Framework Purchase Agreement, Zhejiang Fuyin (on behalf of itself and its affiliates) agreed to supply, and Jiangxi Jiyin (on behalf of itself and its affiliates) agreed to purchase, silver ingots to be used as raw materials for the manufacturing of silver products of the Group.

The 2027-2029 Framework Purchase Agreement is a framework agreement and it is envisaged that individual purchase orders will be entered into between Jiangxi Jiyin and Zhejiang Fuyin (and/or their respective affiliates) from time to time. Each individual purchase order will set out the product specifications, purchase price, quantity, purchasing party and details relevant to the purchases. The individual purchase orders may only contain provisions which are consistent with the principles, terms and conditions set out in the 2027-2029 Framework Purchase Agreement.

Condition Precedent

The 2027-2029 Framework Purchase Agreement is conditional upon the approval by the Independent Shareholders at the EGM.

Pricing Policy

The price for the silver ingots to be supplied by the members of Zhejiang Fuyin Group to Jiangxi Jiyin under the 2027-2029 Framework Purchase Agreement will be determined based on the prevailing market rates of silver ingots (currently expected to be with reference to the market rates published by Shanghai Huatong), and shall be no less favourable than the price that is available from independent suppliers for the same or comparable products.

Shanghai Huatong operates an integrated silver exchange platform which seeks to link together the national and international spot markets of silver so as to enhance the fairness and recognition of the prices quoted on the platform. Its official website, www.huatongsilver.com (formerly www.buyyin.com), has been one of the authoritative web portals for the silver industry in the PRC. The daily spot silver prices quoted by such website are the general reference prices for the silver industry in the PRC.

LETTER FROM THE BOARD

Proposed Annual Caps for 2027-2029

The table below sets out the proposed annual caps of the transactions contemplated under the 2027-2029 Framework Purchase Agreement for the three years ending 31 December 2027, 2028 and 2029:

	For the year ending 31 December		
	2027	2028	2029
Proposed annual cap (RMB million)	400	400	400

Historical Annual Caps

The table below sets out the historical annual caps of the transactions contemplated under the 2024-2026 Framework Purchase Agreement for the three years ended/ending 31 December 2024, 2025 and 2026:

	For the year ended/ending 31 December		
	2024	2025	2026
Historical annual cap (RMB million)	150	175	500 ^(Note)

Note: This annual cap is subject to approval of the Independent Shareholders at the EGM.

Historical Transaction Amounts

The table below sets out the historical transaction amounts of the Group's sourcing of silver ingots from China Silver Group for the two years ended 31 December 2024 and 2025 and the five months ended 31 May 2026:

	For the year ended 31 December		For the five months ended
	2024	2025	31 May 2026
Historical transaction amount (RMB million, approximately)	1.2	15.8	147.8
Historical annual cap utilisation rate (% , approximately)	0.8	9.0	29.6 ^(Note)

Note: This is calculated based on the transaction amount for the five months ended 31 May 2026 divided by the revised annual cap for the year ending 31 December 2026 (which is subject to approval of the Independent Shareholders at the EGM).

LETTER FROM THE BOARD

The relatively low utilisation rates of the historical annual caps for the sourcing of silver ingots for the years ended 31 December 2024 and 2025 were primarily attributable to lower-than-expected sales performance of the Group's jewellery products in the PRC during the relevant periods. Such under-utilisation was mainly due to certain macroeconomic factors which could not reasonably have been foreseen at the time when the historical annual caps were determined in late 2023, including, in particular, the slower-than-expected recovery of the PRC economy post-pandemic, which adversely affected consumer sentiment and discretionary consumption. As a result, demand for the Group's jewellery products in the PRC was lower than originally anticipated, leading to a corresponding decrease in the Group's procurement demand for the raw materials of silver ingots.

Basis for determining the annual caps for 2027-2029

In determining the proposed annual caps for the years ending 31 December 2027, 2028 and 2029 above, the Directors have taken into account the following factors:

- (i) the expected demand for silver ingots is projected at approximately 25 tonnes for each of the three years ending 31 December 2027, 2028 and 2029, which is based on the historical procurement volume and transaction amounts, the Group's expected sales orders and production plan and the Group's current business outlook and expected market demand for its silver products;
- (ii) the estimated unit cost of silver ingots to be procured by the Group for each of the three years ending 31 December 2027, 2028 and 2029 is projected at approximately RMB14 million, based on the historical market silver price during the five months ended 31 May 2026 and for the year ended 31 December 2025;
- (iii) the percentage of silver ingots the Group expects to procure from Zhejiang Fuyin Group, which could reach 100% of the Group's purchase of silver ingots based on previous years' experience; and
- (iv) the need for a buffer for any unexpected increase in the transaction amounts under the 2027-2029 Framework Purchase Agreement, which may be caused by any unexpected increase in market demand for the Group's silver products, market volatility arising from geopolitical and macroeconomic uncertainties and fluctuations in prices of silver ingots as a commodity. Having considered the foregoing factors, the buffer reserved for each of the three years ending 31 December 2027, 2028 and 2029 is approximately 12%, which the Board considers to be fair and reasonable.

LETTER FROM THE BOARD

Reasons for and benefits of entering into the 2027-2029 Framework Purchase Agreement

The Group has access to independent suppliers of silver, being a commodity that is widely available in the market at comparable market prices and quality. The Directors believe that the purchase of silver ingots from Zhejiang Fuyin Group would benefit the Group for the following reasons:

- (i) the purchases from Zhejiang Fuyin Group will be at competitive prices which will be no less favourable than those that the Group can obtain from independent third parties;
- (ii) the Group has established a longstanding and stable business relationship with Zhejiang Fuyin Group through Longtianyong (being an indirect wholly-owned subsidiary of China Silver Group through Zhejiang Fuyin, which is Longtianyong's parent company) since 2016 pursuant to the Initial Framework Purchase Agreement as disclosed in the Prospectus, the 2021-2023 Framework Purchase Agreement as disclosed in the Company's announcement dated 16 November 2020 and the 2024-2026 Framework Purchase Agreement as disclosed in the Company's announcement dated 3 November 2023. Based on the Group's experience in procuring silver ingots from Longtianyong since April 2016, the Directors are of the view that the Zhejiang Fuyin Group possesses the requisite operational capability and industry experience to meet the Group's procurement needs for silver ingots in a timely manner and in accordance with the Group's required quality and volume specifications;
- (iii) Zhejiang Fuyin Group has provided favourable terms such as flexible and timely delivery schedule of silver ingots purchased by the Group, including the choice of delivery method and delivery arrangement at the Group's election for each purchase order based on its operational needs and stipulated contractual damages to be borne by Zhejiang Fuyin Group in the event of late delivery; and
- (iv) the office premises, warehouses and silver processing workshops of Jiangxi Jiyin are situated in close proximity to the manufacturing facilities of Zhejiang Fuyin Group. Due to such geographical proximity, the Group's procurement of silver ingots from Zhejiang Fuyin Group can save transportation and logistics costs and can facilitate product returns or exchanges (if necessary).

Based on the above, the Directors (whereby the independent non-executive Directors' view is set out in the letter from the Independent Board Committee in this circular) are of the view that the transactions contemplated under the 2027-2029 Framework Purchase Agreement will be conducted in the ordinary and usual course of business of the Group and on normal commercial terms or better, and that the transactions contemplated thereunder (including the relevant annual caps) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Internal Control Measures

Procurement Procedures

Jiangxi Jiyin's procurement department will seek quotations from at least two independent third parties offering the same or comparable products and the head of procurement department will evaluate the fairness and reasonableness of the price offered by Zhejiang Fuyin and/or its affiliates and decide if the price offered by Zhejiang Fuyin and/or its affiliates is comparable to or more favourable than those offered by such independent third parties for the same or comparable products based on the quotations received.

After the head of procurement department chooses the supplier, the procurement department will contact the chosen supplier and will enter into purchase order(s) with the supplier. The procurement department will then apply internally for the necessary funding and will arrange the payment of the transaction amounts to the supplier. After receiving the silver ingots from the supplier, the procurement department will settle the outstanding balance of the transaction amounts (if any).

Other Internal Control Measures

The Company will report transactions under the 2024-2026 Framework Purchase Agreement (as amended and supplemented by the Supplemental Agreement) and the 2027-2029 Framework Purchase Agreement to the audit committee of the Company for its review (if necessary). Further, the independent non-executive Directors will review the transactions under the 2024-2026 Framework Purchase Agreement (as amended and supplemented by the Supplemental Agreement) and the 2027-2029 Framework Purchase Agreement annually to check and confirm whether such transactions have been conducted in the ordinary and usual course of business of the Group, on normal commercial terms or better, in accordance with the 2024-2026 Framework Purchase Agreement (as amended and supplemented by the Supplemental Agreement) and the 2027-2029 Framework Purchase Agreement, and on terms that are fair and reasonable and in the interests of the Shareholders as a whole, and will review and confirm whether such transactions have been entered into within the relevant annual caps. The Company will also engage its auditor to review such transactions annually pursuant to Rule 14A.56 of the Listing Rules.

As part of the general corporate governance measures adopted by the Company, the Board will monitor the internal control procedures put in place by the Company on an annual basis, while management will monitor the implementation of such procedures on an ongoing basis, to ensure that they are adequate and effective and that the aforesaid transactions are conducted in accordance with the terms of the 2024-2026 Framework Purchase Agreement (as amended and supplemented by the Supplemental Agreement) and the 2027-2029 Framework Purchase Agreement and the requirements under the Listing Rules.

LETTER FROM THE BOARD

GENERAL INFORMATION

The Company and Jiangxi Jiyin

The Company, together with its subsidiaries, is a leading integrated online and offline internet-based jewellery retailer in the PRC with one business segment, which is the new jewellery retail segment, i.e. designing and sales of gold, silver, coloured gemstones and gem-set and other jewellery products in the PRC, of which Jiangxi Jiyin's business forms part. As at the Latest Practicable Date, the Company is beneficially owned as to approximately 36.09% by China Silver Group.

Jiangxi Jiyin is a wholly-owned subsidiary of the Company primarily engaged in the processing and wholesale of precious metal products.

China Silver Group, Longtianyong and Zhejiang Fuyin

China Silver Group, together with its subsidiaries, is a leading fully-integrated silver and precious metals enterprise in the PRC which focuses on the manufacturing, sales and trading of high-quality silver ingots, palladium and other non-ferrous metals in the PRC, of which Longtianyong's and Zhejiang Fuyin's business form part while pursuing mine exploration and development as potential business opportunities. As at the Latest Practicable Date, China Silver Group is beneficially owned as to approximately 7.84% by Mr. Chen Wantian, the chairman and single largest shareholder of China Silver Group.

Both Zhejiang Fuyin (a direct wholly-owned subsidiary of China Silver Group) and Longtianyong (an indirect wholly-owned subsidiary of China Silver Group through Zhejiang Fuyin, which is Longtianyong's parent company) are primarily engaged in the manufacture of silver, palladium and other non-ferrous metals for sale.

LISTING RULES IMPLICATIONS

Entry into the Supplemental Agreement and Revision of Existing Annual Cap for 2026

As at the Latest Practicable Date, Longtianyong is a wholly-owned subsidiary of China Silver Group, a substantial shareholder of the Company. China Silver Group is a connected person of the Company under Rule 14A.07(1) of the Listing Rules. Longtianyong is an associate of China Silver Group under Rule 14A.13(1) of the Listing Rules, and hence a connected person of the Company under Rule 14A.07(4) of the Listing Rules. Accordingly, the transactions contemplated under the 2024-2026 Framework Purchase Agreement, as amended and supplemented by the Supplemental Agreement and subject to the Revised Annual Cap, constitute continuing connected transactions of the Company under the Listing Rules.

LETTER FROM THE BOARD

The entering into the Supplemental Agreement constitutes a material variation to the terms of the 2024-2026 Framework Purchase Agreement. Pursuant to Rule 14A.54 of the Listing Rules, as the Company proposes to enter into the Supplemental Agreement and revise the annual cap for the year ending 31 December 2026 for the transactions contemplated under the 2024-2026 Framework Purchase Agreement, the Company is required to re-comply with the applicable requirements under Chapter 14A of the Listing Rules governing continuing connected transactions.

As the highest applicable percentage ratio in respect of the transactions contemplated under the 2024-2026 Framework Purchase Agreement, as amended and supplemented by the Supplemental Agreement and subject to the Revised Annual Cap, exceeds 5%, the Supplemental Agreement and the Revised Annual Cap is subject to the reporting, announcement, circular (including independent financial advice), Independent Shareholders' approval and annual review requirements under Chapter 14A of the Listing Rules.

Renewal of Framework Purchase Agreement for 2027-2029

As at the Latest Practicable Date, Zhejiang Fuyin is a wholly-owned subsidiary of China Silver Group, a substantial shareholder of the Company. China Silver Group is a connected person of the Company under Rule 14A.07(1) of the Listing Rules. Zhejiang Fuyin is an associate of China Silver Group under Rule 14A.13(1) of the Listing Rules, and hence a connected person of the Company under Rule 14A.07(4) of the Listing Rules. Accordingly, the transactions contemplated under the 2027-2029 Framework Purchase Agreement constitute continuing connected transactions of the Company under the Listing Rules.

As the highest applicable percentage ratio in respect of the transactions contemplated under the 2027-2029 Framework Purchase Agreement exceeds 5%, the transactions contemplated under the 2027-2029 Framework Purchase Agreement constitute a non-exempt continuing connected transaction for the Company and are subject to the reporting, announcement, circular (including independent financial advice), Independent Shareholders' approval and annual review requirements under Chapter 14A of the Listing Rules.

The Company has established the Independent Board Committee to review, consider, recommend and advise the Independent Shareholders in respect of the aforesaid matters, and has appointed Carlyon Capital Limited (格理昂資本有限公司) as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

None of the Directors has any material personal interest in the transactions contemplated under the Supplemental Agreement and the 2027-2029 Framework Purchase Agreement and none of the Directors has abstained from voting on the Board resolution to approve the Supplemental Agreement, the Revised Annual Cap and the 2027-2029 Framework Purchase Agreement, the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2027, 2028 and 2029.

LETTER FROM THE BOARD

RECOMMENDATION

After taking into account the view of the Independent Board Committee as set out in this circular and the reasons for and benefits of the transactions contemplated under the Supplemental Agreement to the 2024-2026 Framework Purchase Agreement (subject to the Revised Annual Cap for the year ending 31 December 2026) and the 2027-2029 Framework Purchase Agreement, the Directors are of the view that the terms of the Revised Annual Cap, the Supplemental Agreement, the 2027-2029 Framework Purchase Agreement, the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2027, 2028 and 2029 are fair and reasonable, on normal commercial terms or better, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Independent Shareholders to vote in favor of all the ordinary resolutions to approve the Revised Annual Cap for the year ending 31 December 2026, the Supplemental Agreement, the 2027-2029 Framework Purchase Agreement and the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2027, 2028 and 2029 at the EGM.

EGM

A notice convening the EGM to be held at Unit 5, 17/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Wednesday, 29 July 2026 at 2:00 p.m. is set out on pages EGM-1 to EGM-3 of this circular. At the EGM, ordinary resolutions will be proposed for the Independent Shareholders to consider and, if thought fit, to approve the Revised Annual Cap for the year ending 31 December 2026, the Supplemental Agreement, the 2027-2029 Framework Purchase Agreement and the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2027, 2028 and 2029.

The ordinary resolutions proposed at the EGM will be determined by way of poll by the Independent Shareholders relating to the Revised Annual Cap for the year ending 31 December 2026, the Supplemental Agreement, the 2027-2029 Framework Purchase Agreement and the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2027, 2028 and 2029.

LETTER FROM THE BOARD

Pursuant to Rule 14A.36 of the Listing Rules, all Shareholders with a material interest (other than by virtue of being a Shareholder) in the transactions contemplated under the Supplemental Agreement and the 2027-2029 Framework Purchase Agreement are required to abstain from voting at the EGM. China Silver Group (being the ultimate holding company of Longtianyong and Zhejiang Fuyin) and Mr. Chen Wantian (being a director and substantial shareholder of China Silver Group) will abstain from voting at the EGM in respect of the ordinary resolutions approving the Revised Annual Cap for the year ending 31 December 2026, the Supplemental Agreement, the 2027-2029 Framework Purchase Agreement and the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2027, 2028 and 2029. As far as the Company is aware having made all reasonable enquiry, as of the Latest Practicable Date, save for China Silver Group which beneficially held 500,000,033 Shares (representing approximately 36.09% of the issued share capital of the Company) and Mr. Chen Wantian who beneficially held 17,800 Shares (representing approximately 0.001% of the issued share capital of the Company), no other Shareholder had a material interest in the transactions contemplated under the Supplemental Agreement and the 2027-2029 Framework Purchase Agreement.

A form of proxy for use in connection with the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. not later than 2:00 p.m. on Monday, 27 July 2026) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will 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 Extraordinary General Meeting, the authority of your proxy will be revoked.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining the Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 24 July 2026 to Wednesday, 29 July 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 23 July 2026.

LETTER FROM THE BOARD

GENERAL

Your attention is drawn to the letter from the Independent Board Committee, the letter from the Independent Financial Adviser, the additional information set out in the appendix to this circular and the notice of the EGM.

Yours faithfully,

For and on behalf of the Board

Mount Everest Gold Group Company Limited

Chen He

Chairman

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

The following is the text of the letter from the Independent Board Committee setting out its recommendation to the Independent Shareholders in relation to the Revised Annual Cap for the year ending 31 December 2026, the Supplemental Agreement, the 2027-2029 Framework Purchase Agreement and the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2027, 2028 and 2029.

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)

9 July 2026

To the Independent Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS FOR SOURCING OF SILVER INGOTS: (1) AMENDMENTS TO 2024-2026 FRAMEWORK PURCHASE AGREEMENT AND REVISION OF EXISTING ANNUAL CAP; AND (2) RENEWAL OF FRAMEWORK PURCHASE AGREEMENT FOR 2027-2029 AND NOTICE OF EXTRAORDINARY GENERAL MEETING

We refer to the circular of the Company dated 9 July 2026 (the “**Circular**”) of which this letter forms part. Unless the context specifies otherwise, capitalized terms used herein have the same meanings as defined in the Circular.

We have been appointed as members of the Independent Board Committee to advise you regarding the fairness and reasonableness of the Revised Annual Cap for the year ending 31 December 2026, the Supplemental Agreement, the 2027-2029 Framework Purchase Agreement and the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2027, 2028 and 2029. Carlyon Capital Limited has been appointed as the Independent Financial Adviser to advise us and the Independent Shareholders in this regard.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Having considered the Revised Annual Cap for the year ending 31 December 2026, the Supplemental Agreement, the 2027-2029 Framework Purchase Agreement and the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2027, 2028 and 2029, and having taken into account the principal factors and reasons considered by, and the opinion of the Independent Financial Adviser as stated in its letter dated 9 July 2026, we consider that the Revised Annual Cap for the year ending 31 December 2026, the Supplemental Agreement, the 2027-2029 Framework Purchase Agreement and the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2027, 2028 and 2029 are fair and reasonable, on normal commercial terms or better, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favor of the ordinary resolutions proposed at the EGM approving the Revised Annual Cap for the year ending 31 December 2026, the Supplemental Agreement, the 2027-2029 Framework Purchase Agreement and the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2027, 2028 and 2029.

We draw the attention of the Independent Shareholders to (i) the letter from the Board; (ii) the letter from the Independent Financial Adviser; and (iii) the appendix to the Circular.

Yours faithfully,

For and on behalf of the Independent Board Committee

Mr. Yu Leung Fai

*Independent non-executive
Director*

Mr. Hu Qilin

*Independent non-executive
Director*

Mr. Zhang Zuhui

*Independent non-executive
Director*

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the full text of the letter from Carlyon Capital Limited which sets out its advice to the Independent Board Committee and the Independent Shareholders for inclusion in this circular.

9 July 2026

To: *The Independent Board Committee and the Independent Shareholders
of Mount Everest Gold Group Company Limited*

Dear Sir/Madam,

**CONTINUING CONNECTED TRANSACTIONS
FOR SOURCING OF SILVER INGOTS:
(1) AMENDMENTS TO 2024-2026 FRAMEWORK PURCHASE
AGREEMENT AND REVISION OF EXISTING ANNUAL CAP;
AND
(2) RENEWAL OF FRAMEWORK PURCHASE AGREEMENT FOR 2027-2029**

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders to advise on (i) the Supplemental Agreement to the 2024-2026 Framework Purchase Agreement and the Revised Annual Cap for the year ending 31 December 2026; and (ii) the 2027-2029 Framework Purchase Agreement and the transactions contemplated thereunder, together with the proposed annual caps, details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the circular of the Company to the Shareholders (the “**Circular**”), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as defined in the Circular unless the context otherwise requires.

Reference is made to the announcement of the Company dated 3 November 2023, the circular dated 24 November 2023, the announcement dated 13 December 2023, and the announcement dated 12 June 2026 in relation to, among others, the 2024-2026 Framework Purchase Agreement (as amended by the Supplemental Agreement), the Revised Annual Cap, and the 2027-2029 Framework Purchase Agreement.

As at the date of the Latest Practicable Date, Longtianyong is a wholly-owned subsidiary of China Silver Group, a substantial shareholder of the Company. China Silver Group is a connected person of the Company under Rule 14A.07(1) of the Listing Rules. Longtianyong is an associate of China Silver Group under Rule 14A.13(1) of the Listing Rules, and hence a connected person of the Company under Rule 14A.07(4) of the Listing Rules. Accordingly, the transactions contemplated under the 2024-2026 Framework Purchase Agreement, as amended and supplemented by the Supplemental Agreement and subject to the Revised Annual Cap, constitute continuing connected transactions of the Company under the Listing Rules.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The entering into the Supplemental Agreement constitutes a material variation to the terms of the 2024-2026 Framework Purchase Agreement. Pursuant to Rule 14A.54 of the Listing Rules, as the Company proposes to enter into the Supplemental Agreement and revise the annual cap for the year ending 31 December 2026 for the transactions contemplated under the 2024-2026 Framework Purchase Agreement, the Company is required to re-comply with the applicable requirements under Chapter 14A of the Listing Rules governing continuing connected transactions.

As the highest applicable percentage ratio in respect of the transactions contemplated under the 2024-2026 Framework Purchase Agreement, as amended and supplemented by the Supplemental Agreement and subject to the Revised Annual Cap, exceeds 5%, the Supplemental Agreement and the Revised Annual Cap is subject to the reporting, announcement, circular (including independent financial advice), Independent Shareholders' approval and annual review requirements under Chapter 14A of the Listing Rules.

As at the Latest Practicable Date, Zhejiang Fuyin is a wholly-owned subsidiary of China Silver Group, a substantial shareholder of the Company. China Silver Group is a connected person of the Company under Rule 14A.07(1) of the Listing Rules. Zhejiang Fuyin is an associate of China Silver Group under Rule 14A.13(1) of the Listing Rules, and hence a connected person of the Company under Rule 14A.07(4) of the Listing Rules. Accordingly, the transactions contemplated under the 2027-2029 Framework Purchase Agreement constitute continuing connected transactions of the Company under the Listing Rules.

As the highest applicable percentage ratio in respect of the transactions contemplated under the 2027-2029 Framework Purchase Agreement exceeds 5%, the transactions contemplated under the 2027-2029 Framework Purchase Agreement constitute a non-exempt continuing connected transaction for the Company and are subject to the reporting, announcement, circular (including independent financial advice), Independent Shareholders' approval and annual review requirements under Chapter 14A of the Listing Rules.

The Company will convene and hold the EGM on 29 July 2026 to seek the Independent Shareholders' approval for the Supplemental Agreement, Revised Annual Cap and the 2027-2029 Framework Purchase Agreement and the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2027, 2028 and 2029. Pursuant to Rule 14A.36 of the Listing Rules, all Shareholders with a material interest (other than by virtue of being a Shareholder) for the Revised Annual Cap and the transactions contemplated under the Supplemental Agreement and the 2027-2029 Framework Purchase Agreement are required to abstain from voting on the resolutions to be proposed at the EGM for approving the aforesaid matters. China Silver Group (being the ultimate holding company of Longtianyong and Zhejiang Fuyin) and Mr. Chen Wantian (being a director and substantial shareholder of China Silver Group) will abstain from voting on such resolutions.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee (comprising all independent non-executive Directors), namely, Mr. Yu Leung Fai, Mr. Hu Qilin and Mr. Zhang Zuhui, has been established in accordance with Chapter 14A of the Listing Rules to advise the Independent Shareholders in respect of the Revised Annual Cap for the year ending 31 December 2026, the Supplemental Agreement, the 2027-2029 Framework Purchase Agreement and the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2027, 2028 and 2029.

We, Carlyon Capital Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders as to whether the Revised Annual Cap for the year ending 31 December 2026, the terms of the Supplemental Agreement, the terms of the 2027-2029 Framework Purchase Agreement and the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2027, 2028 and 2029 are on normal commercial terms and in the ordinary and usual course of business of the Group, and fair and reasonable so far as the Independent Shareholders are concerned, in the interests of the Company and the Shareholders as a whole, and whether the Independent Shareholders should vote in favor of the approval of the Revised Annual Cap for the year ending 31 December 2026, the Supplemental Agreement, the 2027-2029 Framework Purchase Agreement and the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2027, 2028 and 2029.

OUR INDEPENDENCE

As at the Latest Practicable Date, we did not have any relationship with or interest in the Company and any other parties that could reasonably be regarded as relevant to our independence. During the past two years, we have not been appointed as an independent financial adviser for the Company. Apart from normal professional fees payable to us in connection with this appointment as the Independent Financial Adviser, no arrangement exists whereby we will receive any fees or benefits from the Company or any other parties that could reasonably be regarded as relevant to our independence and we are independent from the Company pursuant to Rule 13.84 of the Listing Rules.

BASIS OF OUR OPINION

In arriving at our recommendations, we have relied on the statements, information and representations contained in the Circular and the information and representations provided to us by the Company, the Directors and the management of the Company. We have assumed that all information, representations and opinions contained or referred to in the Circular and all information and representations which have been provided by the Company, the Directors and the management of the Company for which they are solely and wholly responsible, are true and accurate at the time they were made and will continue to be accurate as at the Latest Practicable Date. We have no reason to doubt the truth, accuracy and completeness of the information and representations provided to us by the Company.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The 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 the 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 therein or the document misleading.

We consider that we have been provided with sufficient information on which to form a reasonable basis for our opinion. We have no reason to suspect that any relevant information has been withheld, nor are we aware of any material facts or circumstances which would render the information provided and representations made to us untrue, inaccurate or misleading. We consider that we have performed all the necessary steps to enable us to reach an informed view and to justify our reliance on the information provided so as to provide a reasonable basis for our opinion. We have not, however, carried out any independent verification of the information provided by the Company, the Directors and the management of the Company, nor have we conducted an independent investigation into the business and affairs of the Group and any parties in relation to the Supplemental Agreement and the 2027-2029 Framework Purchase Agreement.

This letter is issued for the information of the Independent Board Committee and the Independent Shareholders solely in connection with their consideration of the Revised Annual Cap for the year ending 31 December 2026, the Supplemental Agreement, the 2027-2029 Framework Purchase Agreement and the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2027, 2028 and 2029. Except for its inclusion in the Circular, this letter is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purposes, without our prior written consent.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In assessing whether the Revised Annual Cap for the year ending 31 December 2026, the terms of the Supplemental Agreement, the terms of the 2027-2029 Framework Purchase Agreement and the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2027, 2028 and 2029, together with the proposed annual caps are on normal commercial terms and are fair and reasonable as the Independent Shareholders are concerned, we have considered the following principal factors and reasons:

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

1. Background of and reasons for entering into the Supplemental Agreement and the 2027-2029 Framework Purchase Agreement

Historical transactions between the Group and Longtianyong and the 2024-2026 Framework Purchase Agreement

The Group is a leading integrated online and offline jewellery retailer in the PRC primarily engaged in the design and sales of gold, silver, colored gemstones, gem-set and other jewellery products in the PRC.

China Silver Group, together with its subsidiaries, is a leading fully-integrated silver and precious metals enterprise in the PRC principally engaged in the manufacturing, sales and trading of silver ingots, palladium and other non-ferrous metals in the PRC, of which Longtianyong's business forms part.

Since April 2016, the Group has sourced silver ingots and related raw materials from Longtianyong at the prevailing market rates of silver ingots. Jiangxi Jiyin (being a wholly-owned subsidiary of the Company) entered into the 2024-2026 Framework Purchase Agreement with Longtianyong (being a wholly-owned subsidiary of China Silver Group) on 3 November 2023 in relation to the Group's sourcing of silver ingots from Longtianyong for the period from 1 January 2024 to 31 December 2026, and such 2024-2026 Framework Purchase Agreement was approved by the then independent Shareholders on 13 December 2023.

The Supplemental Agreement

The Board envisages that the existing annual cap of RMB200 million for the year ending 31 December 2026 under the 2024-2026 Framework Purchase Agreement will not be sufficient due to the significant increase in silver prices since the second half of 2025 and the increasing demand for the Group's silver products. Accordingly, the Company proposes to revise the annual cap for the transactions contemplated under the 2024-2026 Framework Purchase Agreement for the year ending 31 December 2026 to RMB500 million. On 12 June 2026, the Group entered into a Supplemental Agreement with Longtianyong to amend the 2024-2026 Framework Purchase Agreement by expanding the scope of suppliers from Longtianyong to Longtianyong and its affiliates, and the scope of purchasers from Jiangxi Jiyin to Jiangxi Jiyin and its affiliates. This will enable members of the Group to procure silver ingots from members of the Longtianyong Group and is expected to enhance the stability and flexibility of the Group's silver ingot supply in light of the Revised Annual Cap.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

We noted that, with the existing annual cap for the year ended 31 December 2026 under the 2024-2026 Framework Purchase Agreement being RMB200 million, the actual transaction amount for the five months ended 31 May 2026 already reached RMB147.8 million, utilising approximately 73.9% of the existing annual cap for the year ended 31 December 2026.

We understand that as silver ingots are one of the key raw materials used by the Group for the design and sale of silver products, and that silver price and expected quantity demanded are the key determinants of annual cap. The significant increase in silver prices has directly increased the Group's procurement cost of silver ingots, prompting the Group to plan an upward adjustment to the annual cap. In 2023, the existing annual caps under the 2024-2026 Framework Purchase Agreement were determined with reference to, among other things, the then estimated cost of silver ingots to be procured by the Group, which was calculated based on the expected quantity required and the expected unit cost. In 2023, the forecasted silver price for the year ending 31 December 2026 was approximately RMB5.8 million per ton while the average market silver price for the five months ended 31 May 2026 has surged to approximately RMB17.7 million per ton as discussed in the Letter from the Board.

Based on the foregoing, we concur with the Directors that the existing annual cap for 2026 under the 2024-2026 Framework Purchase Agreement will not be sufficient to meet the Group's business needs.

Having considered the longstanding and stable supply from Longtianyong, we also consider that it would also be beneficial to expand the scope of supplier and purchaser entities under the 2024-2026 Framework Purchase Agreement, thereby enabling the broader members of the Group to procure silver ingots from a broader range of entities within the Longtianyong Group and further enhancing the stability of the Group's silver ingot supply with additional flexibility in light of the increased demand under the Revised Annual Cap.

In light of the above, we consider that the entering into of the Supplemental Agreement for the Revised Annual Cap and the expansion of supplier and purchaser entities under the 2024-2026 Framework Purchase Agreement is commercial justifiable.

The 2027-2029 Framework Purchase Agreement

In anticipation of the expiry of the 2024-2026 Framework Purchase Agreement and to ensure a continuous and stable supply of silver ingots to the Group, on 12 June 2026, the Group entered into the 2027-2029 Framework Purchase Agreement with Zhejiang Fuyin, pursuant to which the Zhejiang Fuyin Group will provide silver ingots to the Group for the period from 1 January 2027 to 31 December 2029.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Group has access to abundance of independent suppliers of silver, being a commodity that is widely available in the market at comparable market prices and quality. Nevertheless, the Directors believe that the purchase of silver ingots from Zhejiang Fuyin Group would benefit the Group for the following reasons:

- (i) the purchases from Zhejiang Fuyin Group will be at competitive prices which will be no less favourable than those that the Group can obtain from independent third parties;
- (ii) the Group has established a longstanding and stable business relationship with Zhejiang Fuyin Group through Longtianyong (being an indirect wholly-owned subsidiary of China Silver Group through Zhejiang Fuyin, which is Longtianyong's parent company) since 2016 pursuant to the Initial Framework Purchase Agreement as disclosed in the Prospectus, the 2021-2023 Framework Purchase Agreement as disclosed in the Company's announcement dated 16 November 2020 and the 2024-2026 Framework Purchase Agreement as disclosed in the Company's announcement dated 3 November 2023. Based on the Group's experience in procuring silver ingots from Longtianyong since April 2016, the Directors are of the view that the Zhejiang Fuyin Group possesses the requisite operational capability and industry experience to meet the Group's procurement needs for silver ingots in a timely manner and in accordance with the Group's required quality and volume specifications;
- (iii) Zhejiang Fuyin Group has provided favourable terms such as flexible and timely delivery schedule of silver ingots purchased by the Group, including the choice of delivery method and delivery arrangement at the Group's election for each purchase order based on its operational needs and stipulated contractual damages to be borne by Zhejiang Fuyin Group in the event of late delivery; and
- (iv) the office premises, warehouses and silver processing workshops of Jiangxi Jiyin are situated in close proximity to the manufacturing facilities of Zhejiang Fuyin Group. Due to such geographical proximity, the Group's procurement of silver ingots from Zhejiang Fuyin Group can save transportation and logistics costs and can facilitate product returns or exchanges (if necessary).

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

We have discussed with the management of the Company and understand that the purchase of silver ingots under the 2027-2029 Framework Purchase Agreement will be increasingly important to the Group's production and business operation, given the recent surge in silver price as well as demand for silver products. For the two years ended 31 December 2024 and 2025, sales of silver products amounted to approximately RMB137.6 million and RMB236.0 million, respectively, representing approximately 87.4% and 48.5% of the Group's total revenue for the respective year. Sales of silver products for the year ended 31 December 2025 of approximately RMB236.0 million already outpaces total sales from the jewellery retail segment for the year ended 31 December 2024 of approximately RMB137.6 million. The decrease in proportion of revenue contribution of silver products for the year ended 31 December 2025, nevertheless, was due to the drastic increase in sales of gold products, which surged sharply by over 15 times from approximately RMB15.6 million for the year ended 31 December 2024 to approximately RMB247.4 million for the year ended 31 December 2025, in comparison to a year-on-year increase of over 70% achieved by the sales of silver products for the year ended 31 December 2025. As such, we are of the view that the sales of silver products remain the Group's major source of revenue recently and the Directors expected that the sales of silver products will continue to contribute to the Group's revenue in the future and retain significance in the Group's revenue stream. Hence, the Directors are of the view that it is important to maintain stable and reliable sources of supply of silver ingots for the Group's existing and future production needs. Although silver ingots, being the major raw materials of the Group's silver products, are commodities, which are obtainable through a variety of sources, if the (i) availability of; (ii) the Group's access to; or (iii) the cost of silver ingots is adversely affected, the Group may have to pay more for, or may be unable to source silver ingots, which could materially and adversely affect the Group's business operation. Longtianyong, being the Group's principal supplier of silver ingots, has a proven track record in providing stable and reliable sources of supply of silver ingots to meet the Group's production needs. For the two years ended 31 December 2025 and the five months ended 31 May 2026, the Group purchased all of its silver ingots from Longtianyong for the respective year/period. Therefore, we concur with the Directors' view that the 2027-2029 Framework Purchase Agreement will allow the Group to secure a timely and stable source of supply of silver ingots, given its long-term relationship with Longtianyong.

We have also enquired with the management of the Company and understand that the Group did not encounter any significant delay in delivery from Longtianyong during the term of the 2024-2026 Framework Purchase Agreement. Given that the (i) long-term relationship with Longtianyong; and (ii) close geographical proximity of Jiangxi Jiying's and Longtianyong's respective operations, the Group may be able to negotiate more flexible delivery schedule with Longtianyong, which we consider that it is reasonable. Moreover, the purchase of silver ingots from Longtianyong can also reduce the costs of production of the Group by saving costs in transportation.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

In light of the above, we consider that the entering into of the Supplemental Agreement for the Revised Annual Cap and the expansion of supplier and purchaser entities under the 2027-2029 Framework Purchase Agreement is commercial justifiable.

2. The Supplemental Agreement and the 2027-2029 Framework Purchase Agreement

2.1 Principal terms of the Supplemental Agreement

The principal terms of the Supplemental Agreement, among others, are set out below:

Date:

12 June 2026

Parties:

- (i) Jiangxi Jiyin, as the purchaser
- (ii) Longtianyong, as the supplier

Key Term:

The following clause shall be added to clause 1 (Products and Price of Purchase) of the 2024-2026 Framework Purchase Agreement:

Jiangxi Jiyin and/or any of its affiliates may purchase silver ingots from Longtianyong and/or any of its affiliates for use as raw materials in the manufacture of silver products.

For the purpose of this agreement, “affiliates” means, with respect to any specified company, any subsidiary of such specified company, any company that directly or indirectly controls such specified company, and any company under common control with such specified company, where control means holding more than 50% of the voting rights of the company under control or having the power to appoint a majority of the members of its board of directors.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Revision of existing annual cap for 2026:

The table below sets out the historical transaction amount of the Group's sourcing of silver ingots from Longtianyong for the five months ended 31 May 2026, as well as the existing annual cap and proposed revised annual cap of the transactions contemplated under the 2024-2026 Framework Purchase Agreement for the year ending 31 December 2026:

Existing annual cap for the year ending 31 December 2026 (RMB million)	200
Historical transaction amount for the five months ended 31 May 2026 (RMB million)	147.8
Historical annual cap utilization rate for the year ending 31 December 2026 (% , approximately)	73.9%
Proposed revised annual cap (the “ Revised Annual Cap ”) for the year ending 31 December 2026 (RMB million)	500

2.2 Principal terms of the 2027-2029 Framework Purchase Agreement

The principal terms of the 2027-2029 Framework Purchase Agreement, among others, are set out below:

Date

12 June 2026

Parties

- (i) Jiangxi Jiyin (signing on behalf of itself and its affiliates), as the purchaser
- (ii) Zhejiang Fuyin (signing on behalf of itself and its affiliates), as the supplier

Term

The 2027-2029 Framework Purchase Agreement will be effective during the period from 1 January 2027 to 31 December 2029.

Jiangxi Jiyin and Zhejiang Fuyin, each signing on behalf of itself and its affiliates, may renew the 2027-2029 Framework Purchase Agreement through friendly negotiations, subject to compliance with the relevant requirements under the Listing Rules and all other applicable laws and regulations.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Subject Matter

Pursuant to the 2027-2029 Framework Purchase Agreement, Zhejiang Fuyin (on behalf of itself and its affiliates) agreed to supply, and Jiangxi Jiyin agreed to purchase, silver ingots to be used as raw materials for the manufacturing of silver products of the Group.

The 2027-2029 Framework Purchase Agreement is a framework agreement and it is envisaged that individual purchase orders will be entered into between Jiangxi Jiyin and Zhejiang Fuyin (and/or its respective affiliates) from time to time. Each individual purchase order will set out the product specifications, purchase price, quantity, purchasing party and details relevant to the purchases. The individual purchase orders may only contain provisions which are consistent with the principles, terms and conditions set out in the 2027-2029 Framework Purchase Agreement.

Condition Precedent

The 2027-2029 Framework Purchase Agreement is conditional upon the approval by the Independent Shareholders at the EGM.

Pricing Policy

The price for the silver ingots to be supplied by the members of Zhejiang Fuyin Group to Jiangxi Jiyin under the 2027-2029 Framework Purchase Agreement will be determined based on the prevailing market rates of silver ingots (currently expected to be with reference to the market rates published by Shanghai Huatong), and shall be no less favourable than the price that is available from independent suppliers for the same or comparable products.

Shanghai Huatong operates an integrated silver exchange platform which seeks to link together the national and international spot markets of silver so as to enhance the fairness and recognition of the prices quoted on the platform. Its official website, www.huatongsilver.com (formerly www.buyyin.com), has been one of the authoritative web portals for the silver industry in the PRC. The daily spot silver prices quoted by such website are the general reference prices for the silver industry in the PRC.

We have reviewed the 2027-2029 Framework Purchase Agreement and note that the basis of determining the prices for the silver ingots are clearly stated thereunder, which is primarily determined based on the market price. Furthermore, the prices offered by Zhejiang Fuyin to the Group shall be no less favourable than those offered by other independent suppliers for the same or comparable products.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Based on our independent research from the relevant public websites (www.huatongsilver.com), we note that Shanghai Huatong is an operator of a well-established, recognised and integrated silver exchange platform in the PRC, which provides professional and standardised spot goods supply, trading, logistic and e-commerce services. As advised by the management of the Company, the daily spot silver prices quoted by the silver exchange platform of Shanghai Huatong are the general reference prices for the silver industry in the PRC. On such basis, we consider that prices of the silver ingots during the term of the 2027-2029 Framework Purchase Agreement for the three years ending 31 December 2029 by making reference to market rates published by Shanghai Huatong shall be a reliable and fair price determination mechanism between the Group and Zhejiang Fuyin, and therefore regarded as fair and reasonable so far as the Independent Shareholders are concerned. Based on our understanding from the management of the Company, the Group has not encountered in the past the situation when the market rates published by Shanghai Huatong cannot reflect the prevailing market price of silver ingots.

Furthermore, the prices offered by Zhejiang Fuyin to the Group shall be no less favourable than those offered by other independent suppliers for the same or comparable products. We note that the Group must obtain quotations from at least two other independent third parties as part of the assessment of the price of silver ingots offered by Zhejiang Fuyin. In this respect, we obtained the Group's record of purchases from Longtianyong under the 2024-2026 Framework Purchase Agreement and randomly selected two sample transactions for each year/period during the term of the 2024-2026 Framework Purchase Agreement, which we consider it is fair and reasonable as the Group entered into standardised contracts for its purchases from Longtianyong which offered similar terms during the term of the 2024-2026 Framework Purchase Agreement. We have reviewed and compared (i) two sample contracts for the purchase of silver ingots from Longtianyong for each year/period during the term of the 2024-2026 Framework Purchase Agreement; (ii) corresponding quotations obtained from independent third parties; and (iii) corresponding market rates of silver published by Shanghai Huatong. Based on the review of these samples, we note that the prices of the silver ingots ordered from Longtianyong were (i) primarily determined with reference to the market rates published by Shanghai Huatong; and (ii) no less favourable than those quoted by the other independent suppliers. As such we consider that the Company has complied with its internal control procedures in monitoring the transactions contemplated under the 2027-2029 Framework Purchase Agreement and the purchase prices of silver ingots under the samples contracts entered into with Longtianyong are in line with the Company's pricing policy as described above.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Having considered the above, in particular that there are procedures in place to ensure the transactions contemplated under the 2027-2029 Framework Purchase Agreement will be entered into on normal commercial terms or on terms no less favourable than those offered by independent third parties, we are of the view that the terms of the 2027-2029 Framework Purchase Agreement are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned.

2.3 The Revised Annual Cap and the proposed annual caps of the 2027-2029 Framework Purchase Agreement

The following table sets forth the (i) historical annual caps of the transactions contemplated under the 2024-2026 Framework Purchase Agreement for the three years ending 31 December 2026; (ii) the Revised Annual Cap for the year ending 31 December 2026; (iii) proposed annual caps of the transactions contemplated under the 2027-2029 Framework Purchase Agreement for the three years ending 31 December 2029; and (iv) the historical transactions amounts under the 2024-2026 Framework Purchase Agreement for the two years ended 31 December 2025 and the five months ended 31 May 2026.

	For the year ended 31 December		For the year ending 31 December		For the year ending 31 December	
	2024	2025	2026	2027	2028	2029
	RMB	RMB	RMB	RMB	RMB	RMB
	million	million	million	million	million	million
Historical annual cap	150	175	200			
Proposed annual cap			500			
			(Revised)	400	400	400
Historical transaction amount	1.2	15.8	147.8			
Historical annual cap utilisation rate (approximately)	0.8%	9.0%	73.9% ^(Note)			

Note:

Calculated based on the transaction amount for the five months ended 31 May 2026 divided by the existing annual cap of RMB200 million for the year ending 31 December 2026.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Assessment of the Revised Annual Cap and the proposed annual caps for the years ending 31 December 2027, 2028 and 2029

As stated in the Letter from the Board, in determining the Revised Annual Cap for the year ending 31 December 2026 above, the Directors have taken into account the following factors:

- (i) the expected demand of the Group for silver ingots is projected at approximately 18 tonnes for the remaining second half of 2026, based on the historical procurement volume and transaction amounts for the five months ended 31 May 2026, the Group's expected sales orders and production plan for the remaining second half of 2026 and the Group's current business outlook and expected market demand for its silver products;
- (ii) the estimated unit cost of silver ingots to be procured by the Group for the remaining second half of 2026 is projected at approximately RMB17.5 million per ton, based on the historical market silver price during the five months ended 31 May 2026 and the prevailing trend in silver prices; and
- (iii) the need for a buffer for any unexpected increase in the transaction amounts in the remaining period of the year ending 31 December 2026, which may be caused by any unexpected increase in market demand for the Group's silver products, market volatility arising from geopolitical and macroeconomic uncertainties and fluctuations in prices of silver ingots as a commodity. Having considered the foregoing factors, the buffer reserved for purpose of Revised Annual Cap is approximately 7%, which the Board considers to be fair and reasonable.

In determining the proposed annual caps for the years ending 31 December 2027, 2028 and 2029 above, the Directors have taken into account the following factors:

- (i) the expected demand for silver ingots is projected at approximately 25 tonnes for each of the three years ending 31 December 2027, 2028 and 2029, which is based on the historical procurement volume and transaction amounts, the Group's expected sales orders and production plan and the Group's current business outlook and expected market demand for its silver products;
- (ii) the estimated unit cost of silver ingots to be procured by the Group for each of the three years ending 31 December 2027, 2028 and 2029 is projected at approximately RMB14.7 million, based on the historical market silver price during the five months ended 31 May 2026 and for the year ended 31 December 2025;

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

- (iii) the percentage of silver ingots the Group expects to procure from Zhejiang Fuyin Group, which could reach 100% of the Group's purchase of silver ingots based on previous years' experience; and
- (iv) the need for a buffer for any unexpected increase in the transaction amounts under the 2027-2029 Framework Purchase Agreement, which may be caused by any unexpected increase in market demand for the Group's silver products, market volatility arising from geopolitical and macroeconomic uncertainties and fluctuations in prices of silver ingots as a commodity. Having considered the foregoing factors, the buffer reserved for each of the three years ending 31 December 2027, 2028 and 2029 is approximately 12%, which the Board considers to be fair and reasonable.

In short, the Revised Annual Cap and the proposed annual caps for the years ending 31 December 2027, 2028 and 2029 are determined based on the quantity factor (expected demand for silver ingots) and the price factor (expected cost of silver ingots), with the addition of a buffer. We have obtained the procurement schedule (the “**Schedule**”) prepared by the Group which sets out the historical transaction amount for the five months ended 31 May 2026, its expected demand for silver ingots as well as the expected cost of silver ingots for the four years ending 31 December 2026, 2027, 2028 and 2029.

The quantity factor

With respect to the expected demand for silver ingots for the year ending 31 December 2029, according to the Schedule, the actual volume of silver ingots sourced by the Group from Longtianyong for the five months ended 31 May 2026 was approximately 17.8 tonnes. The Group expected the total volume of silver ingots sourced by the Group for the year ending 31 December 2026 could reach 35 tonnes, representing a further 17.2 tonnes of silver ingots to be sourced by the Group for the rest of 2026, or approximately 49.1% of the expected total volume of silver ingots to be sourced by the Group from Zhejiang Fuyin (on behalf of itself and its affiliates) for the year ending 31 December 2026, implying that the Group expects the demand in the first half of 2026 would continue onto the second half. The Group also expected that the total volume of silver ingots sourced by the Group from Zhejiang Fuyin (on behalf of itself and its affiliates) would be 25 tonnes from 2027 to 2029. As advised by the management of the Company, the 25 tonnes procurement volume is the stock of silver ingots that would be procured by the Company in a year under the current market conditions to strike a balance between being understocked which could cause disruption to sale operation in case of sudden surge in demand and being overstocked.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As advised by the Group, the total volume of silver ingots sourced by the Group for the year ended 31 December 2025 was only approximately 2.15 tonnes, and that the actual volume of silver ingots sourced by the Group from Longtianyong for the five months ended 31 May 2026 alone of approximately 17.8 tonnes already represents over 8 times the total volume of silver ingots sourced for the year ended 31 December 2025.

According to the Schedule, the Group sourced almost all of its silver ingots from Longtianyong for the five months ended 31 May 2026, which led to the actual transaction amount for the five months ended 31 May 2026 reaching RMB147.8 million, thereby utilising approximately 73.9% of the existing annual cap of RMB200 million for the year ended 31 December 2026, which is in sharp contrast to the low utilisation rate of annual cap of approximately 0.7% and approximately 9.0% for the two years ended 31 December 2024 and 2025, respectively.

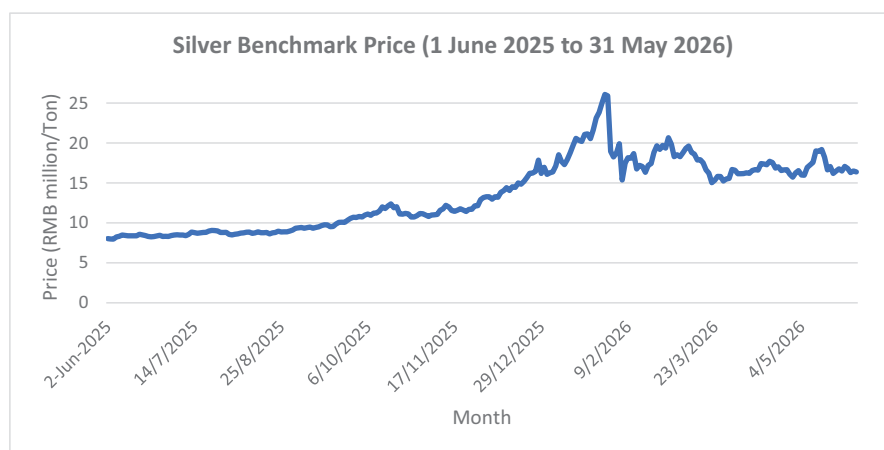
The low utilisation rates of the historical annual caps for the sourcing of silver ingots for the years ended 31 December 2024 and 2025 were primarily attributable to lower-than-expected sales performance of the Group's jewellery products in the PRC during the relevant periods, overshadowed by factors such as the slower-than-expected recovery of the PRC economy post-pandemic, which adversely affected consumer sentiment and discretionary consumption. Nevertheless, such trend has turned around; apart from the increasing demand in silver products due to rising silver prices since the second half of 2025, the Group also see increasing industrial demand for silver, driven by the growth in global solar photovoltaics (PV), new energy, Artificial Intelligence (AI) computing servers and data center sectors. Therefore, the Group has stepped up its procurement of silver ingots from Longtianyong, being one of its most stable and longstanding suppliers of silver ingots since April 2016. In determining the Revised Annual Cap and the proposed annual caps for the three years ending 31 December 2029, the Group further sets the procurement of silver ingots from Zhejiang Fuyin equaling the total volume of silver ingots expected to be sourced by the Group for the years ending 31 December 2029. Such procurement pattern is evidenced by the fact that the Group sourced almost all of its silver ingots from Longtianyong for the five months ended 31 May 2026. Having considered the stable and longstanding supply from Longtianyong as discussed above, and the volatility of the global silver market and the accompanied price volatility to be analysed below, we are of the view that the assumption of procuring silver ingots entirely from Zhejiang Fuyin for the years ending 31 December 2029 in determining the annual caps is fair and reasonable.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The price factor

With respect to the expected cost of silver ingots for the year ending 31 December 2026, according to the Schedule, the average cost of silver ingots sourced by the Group from Longtianyong was approximately RMB8.3 million per ton for the five months ended 31 May 2026. The Group sets the expected average procurement cost of silver ingots for the rest of the year ending 31 December 2026 at RMB17.5 million per ton, which is make reference to around 2.5 times the average cost of silver ingots sourced by the Group from Longtianyong for the year ended 31 December 2025 of approximately RMB7.0 million per ton. Such estimation is based on the recent price trend and volatility of silver in the past 12 months. The Group expects the factors that led to the recent surge in silver prices would be alleviated, particularly geopolitical tensions, and lowers the average procurement cost of silver ingots for the three years ending 31 December 2027, 2028 and 2029 at RMB14 million per ton.

Accordingly, we have looked into the price trend of silver. Set out below is the graph showing the historical market spot prices of silver ingots (excluding tax) during the period from 1 June 2025 to 31 May 2026 (the “**Review Period**”), being approximately a year prior to the date of the 2027-2029 Framework Purchase Agreement. We consider that such one year period would reflect the prevailing price trend of silver, which covers a relatively stable period early in the Review Period (June to September 2025) and the volatile period that followed (October to May 2026) due to reasons to be discussed in the following paragraphs, which in our view fair, adequate and representative.



Source: Shanghai Gold Exchange (<https://en.sge.com.cn/>)

Based on the graph above, the silver ingots price increased notably from around RMB8 million per ton in early June 2025 to around RMB18 million per ton by end of May 2026, with the price peaked at around RMB30 million per ton by end of January 2026. The silver ingots price was RMB15.2 million per ton as at 3 July 2026.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

According to an article from the World Bank in April 2026, silver, alongside gold and platinum, reached record high levels during the first quarter of 2026 and are expected to reach all time annual highs in 2026. The World Bank Group's precious metals price index is projected to surge by 42% in 2026, followed by an anticipated decline of 8% in 2027. Escalating geopolitical tensions, heightened policy uncertainty, or increased financial market volatility could drive prices above the current baseline outlook, while conversely, weakened industrial activity in leading economies may reduce demand for silver and platinum, resulting in prices that fall short of forecasts.

The Silver Institute, a key global industry organization dedicated to silver market research, statistics, and awareness, shares the same view on silver price trend, that the underlying drivers that supported silver throughout much of 2025 have remained firmly in place so far in 2026, which include tight physical supply and a volatile geopolitical backdrop, while silver's underlying supply-demand fundamentals remain supportive. The silver market is expected to remain in deficit (total supply less demand) for a sixth consecutive year in 2026. Therefore, the outlook of silver prices projected by prominent organisations aligns with the Group's view in terms of both the market demand and price trend.

To avoid the need to further revise the annual cap for the year ending 31 December 2026, in determining the Revised Annual Cap, the Group sets the average procurement cost of silver ingots for the rest of the year ending 31 December 2026 at RMB17.5 million per ton, which (i) which is make reference to around 2.5 times the average cost of silver ingots sourced by the Group from Longtianyong for the year ended 31 December 2025 of approximately RMB7 million per ton; and (ii) represents around 60% of the highest price of RMB30 million per ton in late January 2026. As for the proposed annual cap for the three years ending 31 December 2027, 2028 and 2029, with the factors that led to the recent surge in silver prices foreseen to be alleviated, the Group sets the average procurement cost of silver ingots for each of the three year ending 31 December 2027, 2028 and 2029 at RMB14 million per ton, which (i) represents around 2 times the average cost of silver ingots sourced by the Group from Longtianyong for the year ended 31 December 2025 of approximately RMB7 million per ton.

Based on the above quantity factor and the price factor, together with the assumption of procuring silver ingots entirely from Zhejiang Fuyin for the years ending 31 December 2029 in determining the annual caps, the expected procurement value of silver ingots from Zhejiang Fuyin would amount to approximately RMB630.7 million for the year ending 31 December 2026 and approximately RMB367.0 million for the three years ending 31 December 2029. Each of the Revised Annual Cap and the proposed annual caps for the three years ending 31 December 2029 represents a buffer between 7 to 12% to the aforementioned expected procurement value. Taken into account the volatility of the global silver market and the accompanied price volatility as analysed above, we consider that a buffer of not more than 15% is fair and reasonable.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As such, we consider that both on the quantity factor (expected demand for silver ingots) and the price factor (expected cost of silver ingots), with the addition of a buffer, as well as the proposition of fully utilising Zhejiang Fuyin for its expected procurement of silver ingots for the years ending 31 December 2029, in determining the Revised Annual Cap the proposed annual caps for the years ending 31 December 2027, 2028 and 2029 and accordingly, the respective annual caps so determined, are reasonably estimated and are fair and reasonable so far as the Independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole.

INTERNAL CONTROL MEASURES OF THE COMPANY

We have further discussed with the management of the Company to understand that the Group will continue to adhere to the internal control measures in monitoring the transactions contemplated under the 2027-2029 Framework Purchase Agreement, which are set out in the Letter from the Board, in order to safeguard the interests of the Company and the Shareholders as a whole.

In addition, we were given to understand by the management of the Company, that the Group has adopted the aforesaid internal control measures when conducting the continuing connected transactions contemplated under the 2027-2029 Framework Purchase Agreement. The Company has assigned specific responsibilities to the procurement department of the Company in performing regular checks on the continuing connected transactions, monitoring the amounts of transactions and conducting assessment and evaluation on the fairness of the transaction terms and pricing terms to ensure the transactions with Zhejiang Fuyin (on behalf of itself and its affiliates) are in accordance with the 2027-2029 Framework Purchase Agreement.

Furthermore, we noted from the annual reports of the Company for each of the two years ended 31 December 2024 and 2025, that the independent non-executive Directors of the Company had reviewed the historical continuing connected transactions in relation to the 2024-2026 Framework Purchase Agreements and confirmed such continuing connected transactions were entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms; (iii) according to the relevant agreement governing the respective transactions on the terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole; and (iv) within the caps as set out in the Prospectus. We also noted that the Company has engaged its auditor to report on the Group's continuing connected transactions and issued an unqualified letter containing their findings and conclusions in respect of the Group's continuing connected transactions during respective financial years.

Given the above, we concur with the Directors' view that the Group has implemented adequate and effective internal control measures to ensure that the continuing connected transactions with Zhejiang Fuyin (on behalf of itself and its affiliates) will be conducted on normal commercial terms and in accordance with the terms of the 2027-2029 Framework Purchase Agreement.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

RECOMMENDATION

Taking into consideration the above factors and reasons, we are of the view that (i) the entering into the Supplemental Agreement and the 2027-2029 Framework Purchase Agreement is in the ordinary and usual course of business of the Group and is in the interests of the Company and the Shareholders as a whole; (ii) the terms of the Supplemental Agreement and the 2027-2029 Framework Purchase Agreement are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned; and (iii) the Revised Annual Cap and the proposed annual caps for the three years ending 31 December 2029 are reasonably determined, and are fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders, as well as the Independent Board Committee to recommend the Independent Shareholders, to vote in favour of the relevant resolution to be proposed at the EGM to approve the Revised Annual Cap for the year ending 31 December 2026, the Supplemental Agreement, the 2027-2029 Framework Purchase Agreement and the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2027, 2028 and 2029.

Yours faithfully,
For and on behalf of
Carlyon Capital Limited
Wallace Cheung
Managing Director

Mr. Wallace Cheung is a licensed person registered with the Securities and Futures Commission and regarded as a responsible officer of Carlyon Capital Limited to carry out type 6 (advising on corporate finance) regulated activities under the SFO and has over 16 years of experience in corporate finance industry.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to 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.

2. DISCLOSURE OF INTERESTS

(a) Interests of Directors and chief executive of the Company

As of the Latest Practicable Date, the interests or short positions of the Directors and chief executive of the Company in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such Directors and chief executive of the Company are taken or deemed to have under such provisions of the SFO) or which were required to be entered in the register required to be kept by the Company pursuant to Section 352 of the SFO or which were otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Long positions in the Shares as of the Latest Practicable Date

Name of Director	Capacity/Nature of interest	Number of Shares ⁽¹⁾	Appropriate percentage of interest in the Company
Mr. Chen He (陳和) ⁽²⁾	Interest in a controlled corporation	21,250,000	1.53%
Mr. Qian Pengcheng (錢鵬程) ⁽³⁾	Interest in a controlled corporation	14,500,000	1.05%

Notes:

- (1) All interests are long positions.
- (2) Silver Apex Holdings Limited is directly wholly owned by Mr. Chen He. Accordingly, Mr. Chen He is deemed to be interested in the 21,250,000 Shares held by Silver Apex Holdings Limited by virtue of the SFO.

- (3) Treasure Delight International Limited is directly wholly owned by Mr. Qian Pengcheng. Accordingly, Mr. Qian Pengcheng is deemed to be interested in the 14,500,000 Shares held by Treasure Delight International Limited by virtue of the SFO.

Save as disclosed above, as of the Latest Practicable Date, none of the Directors or chief executive of the Company had or was deemed to have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which were required to be entered in the register required to be kept by the Company pursuant to Section 352 of the SFO or which was otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

(b) Interests of substantial Shareholders

As of the Latest Practicable Date, according to the register kept by the Company pursuant to Section 336 of the SFO and, so far as was known to the Directors or chief executive of the Company, the persons and entities (other than the Directors or chief executive of the Company) who had an interest or a short position in the Shares or the underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO were as follows:

Long positions in the Shares as of the Latest Practicable Date

Name of Shareholder	Capacity/Nature of interest	Number of Shares ⁽¹⁾	Appropriate percentage of interest in the Company
China Silver Group	Beneficial owner	500,000,033	36.09%
Mr. Yao Runxiong (姚潤雄)	Beneficial owner	100,000,000	7.22%

Notes:

- (1) All interests are long positions.

Save as disclosed above, as of the Latest Practicable Date, the Company had not been notified by any persons or entities (other than the Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were required to be and were recorded in the register required to be kept by the Company under Section 336 of the SFO.

(c) Directors' or chief executive's rights to acquire interests or short positions in Shares and debentures

As of the Latest Practicable Date, none of the Directors or chief executive of the Company or their respective spouse or minor children were granted any rights to acquire benefits by means of acquisition of the Shares in or debentures of the Company or any other body corporate; nor was the Company, its subsidiaries or holding company or any of its subsidiaries a party to any arrangement to enable the Directors or chief executive of the Company to acquire such rights in the Company or any other body corporate.

3. DISCLOSURE OF OTHER INTERESTS

(a) Interests in contract or arrangement

As of the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement which was subsisting and was significant to the business of the Group.

(b) Interests in assets

As of the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which had been acquired or disposed of by, or leased to, or which were proposed to be acquired or disposed of by, or leased to, any member of the Group since 31 December 2025, being the date to which the latest published audited accounts of the Group were made up.

(c) Interests in competing business

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

4. QUALIFICATION OF EXPERT

The following is the qualification of the expert who has given an opinion or advice on the information contained in this circular:

Name	Qualification
Carlyon Capital Limited	A licensed corporation under the SFO to carry out Type 6 (advising on corporate finance) regulated activities

5. CONSENT

Carlyon Capital Limited has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and references to its name in the form and context in which they respectively appear herein.

6. MATERIAL ADVERSE CHANGE

As of the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2025, being the date to which the latest published audited accounts of the Group were made up.

7. MISCELLANEOUS

- (a) None of the Directors has entered into a service contract with the Company which does not expire or which is not terminable by the Company within one year without payment of compensation, other than statutory compensation.
- (b) As of the Latest Practicable Date, Carlyon Capital Limited was not beneficially interested in the share capital of any member of the Group and did not have any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any member of the Group.
- (c) As of the Latest Practicable Date, Carlyon Capital Limited did not have any interest, either directly or indirectly, in any assets which had been, since 31 December 2025 being the date to which the latest published audited accounts of the Group were made up, acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group.
- (d) The branch share registrar of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited.
- (e) The principal share registrar of the Company is Intertrust Corporate Services (Cayman) Limited.

- (f) The English text of this circular shall prevail over the Chinese text, in case of any inconsistency.

8. DOCUMENTS ON DISPLAY

Copies of the following documents are available on the Stock Exchange's website at www.hkexnews.hk and on the Company's website at www.everestgold.hk from the date of this circular up to and including 29 July 2026 (the date of the EGM):

- (a) the 2024-2026 Framework Purchase Agreement;
- (b) the Supplemental Agreement;
- (c) the 2027-2029 Framework Purchase Agreement;
- (d) the written consent from Carlyon Capital Limited as referred to under the paragraph headed "5. CONSENT" in this appendix; and
- (e) the letter from the Independent Financial Adviser, the text of which is set out in the section headed "Letter from the Independent Financial Adviser" of this circular.

NOTICE OF EGM

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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting 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 Wednesday, 29 July 2026 at 2:00 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following ordinary resolutions (unless otherwise specified, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 9 July 2026 (the “**Circular**”) containing the details of the following resolutions):

ORDINARY RESOLUTIONS

1. “**THAT** the terms of the proposed Revised Annual Cap for the year ending 31 December 2026 in respect of the transactions under the 2024-2026 Framework Purchase Agreement and the Supplemental Agreement entered into between Jiangxi Jiyin Company Limited (江西吉銀實業有限公司)(“**Jiangxi Jiyin**”) and Jiangxi Longtianyong Nonferrous Metals Co., Ltd. (江西龍天勇有色金屬有限公司)(“**Longtianyong**”) on 12 June 2026 to revise and supplement the 2024-2026 Framework Purchase Agreement, each as described in the Circular, be and are hereby approved, confirmed and/or ratified in all respects; and any one director of the Company, or the company secretary of the Company, be and is/are hereby authorized for and on behalf of the Company to execute and deliver (and affix the Company’s common seal to, if necessary), and procure Jiangxi Jiyin to execute and deliver, all such documents, instruments or agreements and to do all such other acts or things which he/they may in his/their absolute discretion consider necessary or desirable in connection with or incidental to the Revised Annual Cap for the year ending 31 December 2026, the Supplemental Agreement to the 2024-2026 Framework Purchase Agreement and the transactions contemplated thereunder.”

NOTICE OF EGM

2. “**THAT** the terms of the 2027-2029 Framework Purchase Agreement entered into between Jiangxi Jiyin (signing on behalf of itself and its affiliates) and Zhejiang Fuyin Lithium Industry Co., Ltd. (浙江富銀鋰業有限公司)(“**Zhejiang Fuyin**”) (signing on behalf of itself and its affiliates), the transactions contemplated under the 2027-2029 Framework Purchase Agreement and the proposed annual caps for the three years ending 31 December 2027, 2028 and 2029 as described in the Circular be and are hereby approved, confirmed and/or ratified in all respects; and any one director of the Company, or the company secretary of the Company, be and is/are hereby authorized for and on behalf of the Company to execute and deliver (and affix the Company’s common seal to, if necessary), and procure Jiangxi Jiyin to execute and deliver, all such documents, instruments or agreements and to do all such other acts or things which he/they may in his/their absolute discretion consider necessary or desirable in connection with or incidental to the 2027-2029 Framework Purchase Agreement, the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2027, 2028 and 2029.”

By Order of the Board
Mount Everest Gold Group Company Limited
Chen He
Chairman

Hong Kong, 9 July 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 above meeting (or at any adjournment thereof) (the “**EGM**”) is entitled to appoint another person as his proxy. Any member who holds two or more shares in the Company (“**Shares**”) may appoint more than one proxy. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is appointed. A proxy need not be a member of the Company. The number of proxies appointed by a clearing house (or its nominee) is not subject to the aforesaid limitation.
2. Where there are joint holders of any Share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share will alone be entitled to vote in respect thereof.

NOTICE OF EGM

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 notorially certified copy of that power or authority), must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM (i.e. not later than 2:00 p.m. on Monday, 27 July 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 EGM and voting in person if he so wishes. In the event of a member who has lodged a form of proxy attending the EGM, the form of proxy will be deemed to have been revoked.
4. The register of members of the Company will be closed from Friday, 24 July 2026 to Wednesday, 29 July 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 EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Thursday, 23 July 2026 for registration of transfer.
5. The ordinary resolutions set out in this notice shall be decided by poll. In accordance with Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, China Silver Group Limited (being the ultimate holding company of Longtianyong and Zhejiang Fuyin) is required to abstain from voting on the ordinary resolutions.
6. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the executive directors of the Company are Mr. Chen He, Mr. Qian Pengcheng and Ms. Huang Wen; and the independent non-executive directors of the Company are Mr. Yu Leung Fai, Mr. Hu Qilin and Mr. Zhang Zuhui.