

TAUNG GOLD INTERNATIONAL LIMITED

(incorporated in Bermuda with limited liability)

(Stock code: 621)

Shareholders' Rights in

- (1) putting forward proposal at general meetings;
- (2) convening special general meetings; and
- (3) proposing a person for election of director

The following procedures are subject to applicable legislation and regulation, including the Bermuda Companies Act, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Bye-laws of Taung Gold International Limited (the “**Company**”).

(1) SHAREHOLDERS TO PUT FORWARD PROPOSALS IN GENERAL MEETINGS

Any number of shareholders representing **not less than one-twentieth (1/20) of the total voting rights** of all the shareholders having at the date of the requisition a right to vote at the general meeting to which the requisition relates **or not less than one hundred (100) shareholders holding shares of the Company** (the “**Requisitionists**”), are entitled in writing to require a move in the general meeting.

Written requisition shall include **the resolution** (the “**Proposed Resolution**”) **and any statement of not more than one thousand (1,000) words** with respect to the matter referred to in the Proposed Resolution, duly signed by the Requisitionists.

Shareholders shall deposit the written requisition to the company secretary of the Company at the principal place of business of the Company at Unit 1901, 19/F., Nina Tower, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong (the “**Principal Place of Business**”) not less than six (6) weeks before the general meeting.

Provided that if, after a copy of the written requisition has been deposited to the Company, an annual general meeting is called for a date six (6) weeks or less after the copy has been deposited, the copy shall be deemed to have been deposited properly only if the copy has been delivered to the Principal Place of Business not less than seven (7) days prior to the date of the annual general meeting.

The Board of Directors shall include the Proposed Resolution in the agenda of the general meeting upon confirmation of the written requisition is proper and in order by the Company’s Share Registrars and there is deposited or tendered with the requisition a sum reasonably sufficient to meet the Company’s expenses in serving and circulating the notice of the proposed resolution in accordance with relevant statutory requirement to give effect thereto.

Any failure mentioned above shall result in not include the Proposed Resolution in the agenda of the general meeting and the Requisitionists will be notified of such outcome.

(2) SHAREHOLDERS TO CONVENE SPECIAL GENERAL MEETINGS (“SGM”)

Shareholders holding at the date of deposit of the requisition **not less than one-tenth (1/10) of the paid-up capital of the Company carrying the voting right at the general meeting** are entitled to require to hold SGM by written requisition, duly signed by all the concerned shareholders, deposited to the company secretary of the Company at the Principal Place of Business.

Shareholders shall state the purposes of SGM in the written requisition and may consist of several documents in like form each signed by one or more of those concerned shareholders.

The written requisition will be verified by the Company’s Share Registrar and upon their confirmation that such requisition is proper and in order, the Board of Directors shall convene SGM by serving the following sufficient notice in accordance with the statutory requirements to all shareholders:-

For special resolution:	at least 21 days’ notice in writing
For ordinary resolution:	at least 14 days’ notice in writing

Any failure mentioned above shall result in not holding the SGM and the concerned shareholders will notified with such outcome.

If the directors do not within twenty-one (21) days from the date of the deposit of the requisition (“**Requisition Date**”) proceed to convene SGM and do not within two (2) months from the Requisition Date to hold the SGM, the concerned shareholders or any of them representing more than one half of the total voting rights of all of them, may hold a SGM themselves but the SGM shall be held within three (3) months from the Requisition Date.

(3) SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION OF DIRECTOR

A written requisition to that effect shall be deposited to the company secretary of the Company at the Principal Place of Business in accordance with respective procedures and manners stated in (1) or (2) above if any shareholder wishes to propose a person other than existing director of the Company for election as a director at general meetings.

The shareholder shall state in the written requisition the information of the proposed person for election as director pursuant to the requirements under Rule 13.51(2) of the Listing Rules and the written requisition shall be signed by the concerned shareholders and that person indicating one’s willingness to be elected.