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**FOR IMMEDIATE RELEASE**

**21 January 2026**

**RECOMMENDED CASH ACQUISITION  
of  
SolGold plc ("SolGold")  
by  
Jiangxi Copper (Hong Kong) Investment Company Limited ("JCHK")**

**to be implemented by means of a scheme of arrangement  
under Part 26 of the Companies Act 2006**

**PUBLICATION OF SCHEME DOCUMENT**

On 24 December 2025, the boards of directors of SolGold and JCHK, for and on behalf of Jiangxi Copper Company Limited ("JCC"), announced that they had reached agreement on the terms of a recommended cash offer to be made by JCHK to acquire the entire issued and to be issued share capital of SolGold (the "**Acquisition**"). It is intended that the Acquisition will be implemented by way of a court-sanctioned scheme of arrangement under Part 26 of the Companies Act (the "**Scheme**").

Capitalised terms used in this announcement shall, unless otherwise defined, have the same meanings as set out in the Scheme Document. All references to times in this announcement are to London, United Kingdom times unless stated otherwise.

**Publication of the Scheme Document**

SolGold announces that a circular in relation to the Scheme (the "**Scheme Document**") setting out, among other things, a letter from the Chair of SolGold, an explanatory statement pursuant to section 897 of the Companies Act, the full terms and conditions of the Scheme, an expected timetable of principal events, notices of the Court Meeting and the General Meeting and details of the actions to be taken by Scheme Shareholders and SolGold Shareholders (as applicable), has been published today on SolGold's website at <https://solgold.com/investors/possible-offer-content/> and on JCC's website at <https://en.jxcc.com/channel/714e12366e4a46be8447ea019022c228.html>.

Hard copies of the Scheme Document (or, depending on SolGold Shareholders' communication preferences, a letter or email giving details of the website where the Scheme Document may be accessed) and Forms of Proxy for the Court Meeting and the General Meeting are being sent to SolGold Shareholders today, subject to certain restrictions relating to persons resident in Restricted Jurisdictions.

**Action Required**

As further detailed in the Scheme Document, in order to become Effective, the Scheme will require, among other things, that the requisite majority of: (i) Scheme Shareholders vote in favour of the Scheme at the Court Meeting; and (ii) SolGold Shareholders vote in favour of the Special Resolution at the General Meeting.

The approval required at the Court Meeting for approval of the Scheme is a majority in number of the Scheme Shareholders who are present and vote, whether in person or by proxy, at the Court Meeting and who represent 75 per cent. or more in value of the Scheme Shares voted by those Scheme Shareholders. The approval required at the General Meeting for the Special Resolution to be passed is at least 75 per cent. of the votes cast on such resolutions (in person or by proxy).

Notices of the Court Meeting and the General Meeting of SolGold, each of which will be held at the offices of Fasken Martineau LLP, 100 Liverpool Street, London EC2M 2AT, on 23 February 2026, are set out in the Scheme Document. The Court Meeting will start at 10.00 a.m. on that date and the General Meeting at 10.15 a.m. or as soon thereafter as the Court Meeting is concluded or adjourned.

Any changes to the arrangements for the Court Meeting and the General Meeting will be communicated to SolGold Shareholders before the relevant Meeting, through SolGold's website <https://solgold.com/investors/possible-offer-content/> and by announcement through a Regulatory Information Service.

**It is important that, for the Court Meeting in particular, as many votes as possible are cast so that the Court may be satisfied that there is a fair representation of the opinion of Scheme Shareholders.**

Scheme Shareholders and SolGold Shareholders are therefore strongly urged to submit proxy appointments and instructions for the Court Meeting and the General Meeting as soon as possible and, in any event, so that the proxy appointment and instructions are received by Computershare Investor Services PLC no later than 48 hours prior to the Court Meeting or the General Meeting as applicable (excluding any part of such 48 hour period falling on a non-Business Day) or, in the case of any adjournment, no later than 48 hours (excluding any part of such 48 hour period falling on a non-Business Day) before the time fixed for the adjourned meeting. If you hold your SolGold Shares in uncertificated form (that is, in CREST) you may vote using the CREST proxy voting service in accordance with the procedures set out in the CREST Manual.

**Timetable**

The Scheme Document contains an expected timetable of principal events in relation to the Scheme, which is also set out in the Appendix to this announcement. The Scheme remains conditional on the approval of the requisite majority of Scheme Shareholders at the Court Meeting and the requisite majority of SolGold Shareholders at the General Meeting. The Scheme is also subject to the satisfaction (or, where applicable, waiver) of the other Conditions and further terms, as described in further detail in the Scheme Document.

The Scheme is expected to become Effective during Q1 2026. SolGold will make further announcements through a Regulatory Information Service, with such announcements also being made available on SolGold's website at <https://solgold.com/investors/possible-offer-content/> and on JCC's website at <https://en.jxcc.com/channel/714e12366e4a46be8447ea019022c228.html>.

## Recommendation

The SolGold Board, who have been so advised by RBC Capital Markets as to the financial terms of the Acquisition, consider the terms of the Acquisition to be fair and reasonable. In providing its advice to the SolGold Board, RBC Capital Markets has taken into account the commercial assessments of the SolGold Board. RBC Capital Markets is providing independent financial advice to the SolGold Board for the purposes of Rule 3 of the Takeover Code.

Accordingly, the SolGold Board unanimously recommend that Scheme Shareholders vote (or procure votes) in favour of the Scheme at the Court Meeting and the SolGold Shareholders vote (or procure votes) in favour of the Resolution at the General Meeting, as the SolGold Board have irrevocably undertaken to do (or procure to be done) in respect of their own beneficial holdings.

SolGold Shareholders should carefully read the Scheme Document in its entirety before making a decision with respect to the Scheme.

## Additional Information for SolGold Shareholders

If you have any questions about this announcement, the Court Meeting or the General Meeting, or how to complete the Forms of Proxy, please call Computershare Investor Services PLC on +44 (0) 370 707 1305. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. to 5.00 p.m. (London time), Monday to Friday excluding public holidays in England and Wales. Please note that Computershare Investor Services PLC cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. You may also request that all future documents, announcements and information to be sent to you in relation to the Acquisition should be in hard copy form.

If the Scheme is sanctioned as outlined above, it is expected that the last day of dealings in, and registration of transfers of, SolGold Shares on the London Stock Exchange will be the Business Day immediately prior to the Effective Date. It is intended that, subject to the Scheme becoming effective, applications will be made for the cancellation of the listing of SolGold Shares on the Official List and the cancellation of trading of SolGold Shares on the LSE.

## Enquiries

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Norton Rose Fulbright LLP and Norton Rose Fulbright Canada LLP are acting as UK and Canadian legal advisers to JCC. AnJie Broad Law Firm is acting as PRC legal adviser to JCC. Fasken Martineau LLP is acting as legal adviser to SolGold.

## APPENDIX

### EXPECTED TIMETABLE OF PRINCIPAL EVENTS

*The following indicative timetable is based on SolGold's and ICHK's current expected dates for the implementation*

*The following indicative timetable is based on SolGold's and JCHK's current expected dates for the implementation of the Scheme and is subject to change. If any of the dates and/or times in this expected timetable change, the revised dates and/or times will be notified to SolGold Shareholders by announcement through the Regulatory Information Service of the LSE.*

<b>Event</b>	<b>Expected time and date<sup>(1)</sup></b>
Publication of the Scheme Document	21 January 2026
Latest time for lodging Forms of Proxy or for submitting proxy instructions electronically online or via the CREST electronic proxy appointment service for the:	
· Court Meeting (blue Form of Proxy)	10.00 a.m. on 19 February 2026 <sup>(2)</sup>
· General Meeting (white Form of Proxy)	10.15 a.m. on 19 February 2026 <sup>(3)</sup>
Voting Record Time	6.00 p.m. on 19 February 2026 <sup>(4)</sup>
Court Meeting	10.00 a.m. on 23 February 2026
General Meeting	10.15 a.m. on 23 February 2026 <sup>(5)</sup>
<b>The following dates are indicative only and are subject to change<sup>(6)</sup></b>	
Sanction Hearing (to sanction the Scheme)	2 March 2026 <sup>(7)</sup>
Last day of dealings in, and for registration of transfers of, and disablement of CREST for, SolGold Shares	3 March 2026
Scheme Record Time	6.00 p.m. on 3 March 2026
Suspension of dealings in SolGold Shares	7.30 a.m. on 4 March 2026
<b>Expected Effective Date of the Scheme<sup>(8)</sup></b>	<b>4 March 2026</b>
Cancellation of admission of SolGold Shares to trading on the Main Market of the London Stock Exchange	By 7.00 a.m. 5 March 2026
Latest date for dispatch of cheques, crediting of CREST accounts and processing electronic transfers for Cash Consideration due under the Scheme	18 March 2026
Long Stop Date	11.59 p.m. on 15 May 2026 <sup>(9)</sup>

(1) All times set out in this timetable refer to London time unless otherwise stated. The dates and times given are indicative only and are based on SolGold's current expectations and may be subject to change. If any of the expected times and/or dates above change, the revised times and/or dates will be notified to SolGold Shareholders by announcement through a Regulatory Information Service with such announcement being made available on JCHK's website at <https://en.xcc.com/channel/714e12366e4a46be8447ea019022c228.html> and SolGold's website at <https://solgold.com/investors/possible-offer-content/> and, if required by the Panel, SolGold will send notice of the change(s) to SolGold Shareholders and other persons with information rights and, for information only, to the holders of options under the SolGold Share Plans.

(2) It is requested that blue Forms of Proxy for the Court Meeting be lodged no later than 10.00 a.m. on 19 February 2026 or, in the case of an adjourned meeting, 48 hours (excluding any part of such 48 hour period falling on a non-Business Day) before the time fixed for the adjourned Court Meeting. Blue Forms of Proxy not so lodged may be completed and handed to the Chair of the Court Meeting at any time before the start of the Court Meeting.

(3) White Forms of Proxy for the General Meeting must be lodged no later than 10.15 a.m. on 19 February 2026 or, in the case of an adjourned meeting, 48 hours (excluding any part of such 48 hour period falling on a non-Business Day) before the time fixed for the adjourned General Meeting.

(4) If either the Court Meeting or the General Meeting is adjourned, the Voting Record Time for the relevant adjourned meeting will be 6.00 p.m. on the date falling two Business Days before the date of the adjourned meeting.

(5) Or as soon thereafter as the Court Meeting is concluded or adjourned.

(6) These dates are indicative only and will depend, among other things, on the date upon which: (i) the Conditions are satisfied or (if capable of waiver) waived; (ii) the Court sanctions the Scheme; and (iii) the Court Order is delivered to the Registrar of Companies.

(7) Subject to the satisfaction (or, if applicable, waiver) of the Conditions (other than Condition 2(c)(i)), as set out in Section 1 of Part 3 (Conditions to and Certain Further Terms of the Scheme and the Acquisition) of the Scheme Document.

(8) The Scheme will become effective pursuant to its terms upon the Court Order being delivered to the Registrar of Companies.

(9) The latest date by which the Scheme may become Effective (or such later date as (a) SolGold and JCHK may agree or (b) in a competitive situation) specified by JCHK with the consent of the Panel, and in either case as the Court may approve (if such approval(s) are required)).

### **Important Notice**

*The release, publication or distribution of this announcement in or into certain jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore any persons who are not resident in the United Kingdom or who are subject to the laws of any jurisdiction other than the United Kingdom (including Restricted Jurisdictions) should inform themselves about, and observe, any applicable legal or regulatory requirements. In particular the ability of persons who are not resident in the United Kingdom or who are subject to the laws of another*

particularly, the ability of persons who are not resident in the United Kingdom or who are subject to the laws of another jurisdiction to vote their SolGold Shares in respect of the Scheme at the Court Meeting or the General Meeting, or to execute and deliver Forms of Proxy appointing another to vote at the Court Meeting or the General Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located or to which they are subject. Any failure to comply with applicable legal or regulatory requirements of any jurisdiction may constitute a violation of securities laws or regulations in that jurisdiction. To the fullest extent permitted by applicable law or regulations, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

This announcement is for information purposes only. Neither this announcement nor any documentation relating to the Acquisition do or are intended to constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval pursuant to the Acquisition or otherwise, in any jurisdiction in which such offer, invitation or solicitation is unlawful.

The Acquisition will be made solely by means of the Scheme Document (and the accompanying Forms of Proxy) or, in the event that the Acquisition is to be implemented by means of a Takeover Offer, the offer document (and the accompanying forms of acceptance, if applicable), which will contain the full terms and conditions of the Acquisition, including, if applicable details of how to vote in respect of the Scheme. Any decision in respect of the Acquisition should be made only on the basis of the information contained in the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the offer document).

#### **Notice Related to Financial Advisers**

RBC Europe Limited (trading as "**RBC Capital Markets**") which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting for SolGold and no one else in connection with the matters referred to in this announcement and will not be responsible to anyone other than SolGold for providing the protections afforded to clients of RBC Capital Markets, or for providing advice in connection with matters referred to in this announcement. Neither RBC Europe Limited nor any of its affiliates, directors or employees owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, consequential, whether in contract, tort, in delict, under statute or otherwise) to any person who is not a client of RBC Europe Limited in connection with the Acquisition or any matter referred to herein.

Maxit Capital LP ("**Maxit**"), which is an international financial adviser operating from outside of the United Kingdom and is not authorised in the United Kingdom, is acting exclusively for SolGold and for no one else in connection with the matters referred to in this announcement. Maxit will not be responsible to any person other than SolGold for providing the protections afforded to clients of Maxit, nor for providing advice in relation to any matters referred to herein. Neither Maxit nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Maxit in connection with this announcement, any statement contained herein or otherwise.

Canaccord Genuity Limited, which is authorised and regulated in the United Kingdom by the FCA, is acting as corporate broker exclusively for SolGold and for no one else in connection with the Proposal and will not regard any other person as its client in relation to the matters referred to in this announcement and will not be responsible to anyone other than SolGold for providing the protections afforded to clients of Canaccord Genuity Limited, nor for providing advice in relation to the Proposal or any other matter referred to in this announcement.

Peel Hunt LLP ("**Peel Hunt**"), which is authorised and regulated by the Financial Conduct Authority in the UK, is acting exclusively for JCC and no one else in connection with the matters described in this announcement and will not be responsible to anyone other than JCC for providing the protections afforded to clients of Peel Hunt nor for providing advice in connection with the matters referred to herein. Neither Peel Hunt nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Peel Hunt in connection with this announcement, any statement contained herein or otherwise.

Admiralty Harbour Capital Limited ("**Admiralty Harbour**"), which is licensed and regulated by the Hong Kong Securities and Futures Commission, is acting exclusively for JCC and no one else in connection with the matters described in this announcement and will not be responsible to anyone other than JCC for providing the protections afforded to clients of Admiralty Harbour nor for providing advice in connection with the matters referred to herein. Neither Admiralty Harbour nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Admiralty Harbour in connection with this announcement, any statement contained herein or otherwise.

#### **Overseas Shareholders**

The availability of the Scheme and the Acquisition to Overseas Shareholders may be affected by the laws of the relevant jurisdictions in which: (a) they are located, (b) are resident for tax purposes, (c) are incorporated, (d) are domiciled and/or, (e) hold citizenship. Overseas Shareholders should inform themselves about and should observe any applicable legal, tax, or regulatory requirements. It is the responsibility of all Overseas Shareholders to satisfy themselves as to their full compliance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction. SolGold Shareholders who are in any doubt regarding such matters should consult an appropriate independent financial adviser in their relevant jurisdiction without delay.

The release, publication or distribution of this announcement and any documentation relating to the Acquisition in or into or from jurisdictions other than the UK may be restricted by law and therefore any persons who are subject to the law of any jurisdiction other than the UK should inform themselves about, and observe, any applicable legal or regulatory requirements. In particular, the ability of persons who are not resident in the UK to vote their SolGold Shares with respect to the Scheme at the Court Meeting or the General Meeting, or to appoint another person as proxy may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

This announcement and any documentation relating to the Acquisition have been prepared for the purposes of complying with English law and the Takeover Code, and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside of England and Wales. Overseas Shareholders should consult their own legal and tax advisers with regard to the legal and tax consequences of the Scheme for their particular circumstances.

Unless otherwise determined by JCHK or required by the Takeover Code, and permitted by applicable law and regulation, no person may vote in favour of the Acquisition by any use, means, instrumentality or from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this announcement and all documents relating to the Acquisition are not being, and must not

be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction, and persons receiving this announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction.

Further details in relation to Overseas Shareholders are included in paragraph 13 of Part II (Explanatory Statement) of the Scheme Document.

#### **Notice to US Investors**

The Acquisition relates to the shares of a company registered under the laws of England and Wales and is proposed to be made by way of a scheme of arrangement provided for under Part 26 of the Companies Act. This announcement and certain other documents relating to the Acquisition have been or will be prepared in accordance with English law, the Takeover Code and UK disclosure requirements, format and style, all of which differ from those in the United States. The Acquisition, implemented by way of a scheme of arrangement, is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act of 1934, as amended (the "**US Exchange Act**"). Accordingly, the Acquisition is subject to the procedural and disclosure requirements of and practices applicable in the UK to a scheme of arrangement involving a target company in England with its securities admitted to trading on the London Stock Exchange, which differ from the procedural and disclosure requirements of US tender offer and proxy solicitation rules. If, in the future, JCHK exercises its right to implement the Acquisition by way of a Takeover Offer and determines to extend the Takeover Offer into the United States, the Takeover Offer will be made in compliance with applicable US laws and regulations including without limitation and to the extent applicable, under Section 14(e) of the US Exchange Act and Regulation 14E thereunder.

The financial information that is included in this announcement, or any other documents relating to the Acquisition, has been or will be prepared in accordance with International Financial Reporting Standards or other reporting standards or accounting practice applicable in the United Kingdom and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with US generally accepted accounting principles. None of the financial information in this announcement has been audited in accordance with auditing standards generally accepted in the United States.

It may be difficult for US SolGold Shareholders to enforce their rights and any claim arising out of the US federal securities laws or the laws of any state or other jurisdiction in the United States in connection with the Acquisition, because SolGold is located in a non-US country, and some or all of its officers and directors may be residents of a non-US country. US SolGold Shareholders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US federal securities laws or the laws of any state or other jurisdictions in the United States. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's jurisdiction or judgment.

US SolGold Shareholders also should be aware that the Acquisition may have tax consequences in the United States and that such consequences, if any, are not described herein. The receipt of cash by a US holder of SolGold Shares as consideration for the transfer of its Scheme Shares pursuant to the Scheme may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws.

US SolGold Shareholders are urged to consult with legal, tax and financial advisers in connection with making a decision regarding the Acquisition.

#### **Notice to SolGold Shareholders in Australia**

To the extent that this announcement is received by a SolGold Shareholder in Australia, it is provided in reliance upon ASIC Corporations (Unsolicited Offers-Foreign Bids) Instrument 2015/1070.

#### **Notice to SolGold Shareholders in Canada ("Canadian Shareholders")**

The Acquisition relates to the shares of a company registered under the laws of England and Wales with its securities admitted to trading on the London Stock Exchange, and is proposed to be made by way of a scheme of arrangement provided for under Part 26 of the Companies Act.

The Acquisition contemplated herein has not been approved or disapproved by any Canadian securities regulatory authority nor has any Canadian securities regulatory authority passed upon the fairness or merits of the Acquisition or upon the accuracy or adequacy of the information contained in this announcement. Any representation to the contrary is unlawful.

SolGold is a reporting issuer in the Canadian provinces of British Columbia, Alberta, Ontario, Nova Scotia and Newfoundland and Labrador. On 3 December 2025, SolGold obtained discretionary exemptive relief from the Ontario Securities Commission (the "**OSC**"), as principal regulator of SolGold, on behalf of itself and the other applicable securities regulators in Canada, relieving it from certain continuous disclosure requirements under Canadian securities laws provided that, among other things, it files on SEDAR+, makes publicly available or provides to its securityholders in Canada the continuous disclosure materials that it is required to file, make publicly available or provide to its securityholders pursuant to the applicable disclosure requirements in the United Kingdom. Accordingly, this announcement and certain other documents relating to the Acquisition have been or will be prepared in accordance with English law, the Takeover Code and UK disclosure requirements, all of which differ from the requirements applicable to a transaction conducted under Canadian corporate and securities laws.

The enforcement by investors of civil liabilities under Canadian securities laws may be affected adversely by the fact that SolGold is incorporated or organised under the laws of a jurisdiction other than Canada, that some or all of SolGold's officers and directors are and will be residents of countries other than Canada, and that all or a substantial portion of the assets of SolGold and such persons are and will be located outside Canada. As a result, it may be difficult or impossible for Canadian Shareholders to effect service of process within Canada upon SolGold and SolGold's respective officers or directors or the experts named herein, or to realise against them upon judgments of courts of Canada predicated upon liabilities under Canadian securities laws. In addition, Canadian Shareholders should not assume that the courts of England and Wales: (a) would enforce judgments of Canadian courts obtained in actions against such persons predicated upon civil liabilities under Canadian securities laws; or (b) would enforce, in original actions, liabilities against such persons predicated upon civil liabilities under the Canadian securities laws.

Canadian Shareholders should be aware that the Acquisition may have tax consequences in Canada and that such consequences, if any, are not described herein. The receipt of cash by a Canadian Shareholder as consideration for the transfer of its Scheme Shares pursuant to the Scheme may be a taxable transaction for Canadian federal and provincial income tax purposes. Canadian Shareholders are urged to consult with legal, tax and financial advisers in connection with making a decision regarding the Acquisition.

#### **Forward-Looking Statements**

This announcement (including any information incorporated by reference in this announcement), oral statements made regarding the Acquisition, and other information published by JCC, JCHK or SolGold contain statements which are, or may be deemed to be, "**forward-looking statements**" with respect to JCC, JCHK, SolGold and the Enlarged

are, or may be deemed to be, **forward-looking statements** with respect to JCC, JCHK, SolGold and the Enlarged JCC Group. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "aim", "will", "may", "would", "could" or "should" or other words of similar meaning or the negative thereof. Forward-looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, economic performance, synergies, financial conditions, market growth, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of the operations of the JCC Group or the SolGold Group; and (iii) the effects of government regulation on the business of the JCC Group or the SolGold Group. There are many factors which could cause actual results to differ materially from those expressed or implied in forward-looking statements. Among such factors are the satisfaction (or, where permitted, waiver) of the Conditions as well as additional factors, such as domestic and global business and economic conditions; the impact of pandemics, asset prices; market-related risks such as fluctuations in interest rates and exchange rates, industry trends, competition, changes in government and regulation, changes in the policies and actions of governments and/or regulatory authorities (including changes related to capital and tax), changes in political and economic stability (including exposures to terrorist activities, Eurozone instability, the Russia-Ukraine conflict), disruption in business operations due to reorganisation activities, interest rates, inflation, deflation and currency fluctuations, the timing impact and other uncertainties of future or planned acquisitions or disposals or offers, the inability of the Enlarged JCC Group to realise successfully any anticipated synergy benefits when the Acquisition is implemented (including changes to the board and/or employee composition of the Enlarged JCC Group), the inability of the JCC Group to integrate successfully the SolGold Group's operations and programmes when the Acquisition is implemented, the Enlarged JCC Group incurring and/or experiencing unanticipated costs and/or delays (including IT system failures, cyber-crime, fraud and pension scheme liabilities), or difficulties relating to the Acquisition when the Acquisition is implemented. Other unknown or unpredictable factors could affect future operations and/or cause actual results to differ materially from those in the forward-looking statements. Such forward-looking statements should therefore be construed in the light of such factors.

These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. By their nature, these forward-looking statements involve known and unknown risks and uncertainties (and other factors that are in many cases beyond the control of SolGold, JCC and/or JCHK) because they relate to events and depend on circumstances that will occur in the future. The factors described in the context of such forward-looking statements in this announcement may cause the actual results, performance or achievements of any such person, or industry results and developments, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. No assurance can be given that such expectations will prove to have been correct and persons reading this announcement are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this announcement. None of the JCC Group nor SolGold Group, nor any of their respective associates or directors, officers or advisers, provide any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur. All subsequent oral or written forward-looking statements attributable to JCC, JCHK or SolGold or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Other than in accordance with their legal or regulatory obligations (including under the Takeover Code, MAR and the UK Listing Rules), neither of JCC, JCHK nor SolGold is under or undertakes any obligation, and each of the foregoing expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

#### **No Profit Forecasts, Estimates or Quantified Financial Benefits Statements**

No statement in this announcement is intended, or is to be construed, as a profit forecast or estimate for any period or a quantified financial benefits statement and no statement in this announcement should be interpreted to mean that earnings or earnings per ordinary share, for JCC, JCHK or SolGold, respectively for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per ordinary share for JCC, JCHK or SolGold, respectively.

#### **Disclosure Requirements of the Code**

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) of the Code applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8 of the Code. A Dealing Disclosure by a person to whom Rule 8.3(b) of the Code applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3 of the Code.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4 of the Code). Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0) 20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

#### **Rounding**

Certain figures included in this announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

#### **Publication on Website and Availability of Hard Copies**

*A copy of this announcement and the documents required to be published by Rule 26 of the Takeover Code will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, free of charge, on JCC's website at <https://en.jxcc.com/channel/714e12366e4a46be8447ea019022c228.html> and SolGold's website at <https://solgold.com/investors/possible-offer-content/> by no later than 12 noon (London time) on the Business Day following the date of this announcement. Save as expressly stated in this announcement, the contents of these websites referred to in this announcement are not incorporated into and do not form part of this announcement.*

*In accordance with Rule 30.3 of the Takeover Code, SolGold Shareholders, persons with information rights, participants in the SolGold Share Plans may request a hard copy of this announcement by contacting Computershare Investor Services PLC on +44 (0) 370 703 0300 or by sending a request in writing to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ, United Kingdom. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. to 5.00 p.m. (London time), Monday to Friday excluding public holidays in England and Wales. Please note that Computershare Investor Services PLC cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.*

*For persons who receive a copy of this announcement in electronic form or via a website notification, a hard copy of this announcement will not be sent unless so requested. Such persons may, subject to applicable securities laws, also request that all future documents, announcements and information be sent to them in relation to the Acquisition in hard copy form.*

#### **Electronic Communications**

*Addresses, electronic addresses and certain other information provided by SolGold Shareholders, persons with information rights and other relevant persons for the receipt of communications from SolGold may be provided to JCHK during the Offer Period as required under Section 4 of Appendix 4 of the Takeover Code to comply with Rule 2.11(c) of the Takeover Code.*

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