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**潼關黃金集團有限公司**  
**Tongguan Gold Group Limited**

*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 00340)**

**GRANT OF SHARE OPTIONS**

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of Tongguan Gold Group Limited (the “**Company**”) hereby announces that on 7 December 2018, the Company has granted, subject to acceptance of the grantees (“**Grantees**”), 50,000,000 share options (the “**Share Options**”) to certain eligible persons under the share option scheme of the Company adopted on 25 May 2012, to subscribe for a total of 50,000,000 ordinary shares of HK\$0.1 each in the Company (the “**Shares**”). Details of the Share Options granted are set out below:

Date of grant	:	7 December 2018 (the “ <b>Date of Grant</b> ”)
Exercise price of Share Options granted	:	HK\$0.52 per Share, representing the highest of (i) the closing price of HK\$0.51 per Share as stated in the daily quotations sheets issued by The Stock Exchange of Hong Kong Limited (the “ <b>Stock Exchange</b> ”) on the Date of Grant; (ii) the average closing price of HK\$0.519 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) HK\$0.1, being the nominal value of a Share
Number of Share Options granted	:	50,000,000, each Share Option entitling the Grantees to subscribe for 1 Share
Closing market price of the Share on the Date of Grant	:	HK\$0.51 per Share
Validity period of the Share Options	:	From 7 December 2018 to 6 December 2023

Exercise period of the : From 7 December 2018 to 6 December 2023  
Share Options

Among the total of 50,000,000 Share Options granted, 41,000,000 Share Options were granted to the directors of the Company as follows:

<b>Name of director</b>	<b>Position</b>	<b>No of Share Options granted</b>
Fang Yi Quan	Executive director	3,000,000
Yeung Kwok Kuen	Executive director	10,000,000
Shi Xing Zhi	Executive director	12,000,000
Shi Sheng Li	Executive director	12,000,000
Chu Kang Nam	Independent non-executive director	1,000,000
Ngai Sai Chuen	Independent non-executive director	1,000,000
Liang Xu Shu	Independent non-executive director	1,000,000
Leung Ka Wo	Independent non-executive director	1,000,000
	<b>Total:</b>	<b>41,000,000</b>

In accordance with Rule 17.04(1) of the Listing Rules, the grant of the Share Options to each of the above directors of the Company has been approved by the independent non-executive directors of the Company (with Chu Kang Nam, Ngai Sai Chuen, Liang Xu Shu and Leung Ka Wo abstaining from voting on the approval of the grant of their respective Share Options).

Save as disclosed above, none of the Grantees is a director, chief executive or substantial shareholder of the Company, or any of their respective associates (as defined in the Listing Rules).

By Order of the Board  
**Tongguan Gold Group Limited**  
**Yeung Kwok Kuen**  
*Executive Director and Chief Financial Officer*

Hong Kong, 7 December 2018

*As at the date of this announcement, the board of directors of the Company comprises Mr. Fang Yi Quan, Mr. Yeung Kwok Kuen, Mr. Shi Xing Zhi and Mr. Shi Sheng Li as executive directors, Mr. Chu Kang Nam, Mr. Ngai Sai Chuen, Mr. Liang Xu Shu and Mr. Leung Ka Wo as independent non-executive directors.*