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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)

**COMPLETION OF THE DISCLOSEABLE TRANSACTION IN RELATION TO
THE ACQUISITION OF GOLD MINES IN
TONGGUAN COUNTY OF SHAANXI PROVINCE**

Reference is made to the announcement of Tongguan Gold Group Limited (the “**Company**”) dated 4 December 2018 (the “**Announcement**”) in relation to the Acquisition. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that all conditions precedent under the Agreement have been fulfilled and the Completion took place on 20 December 2018.

Following the Completion, the Target Companies have become indirect wholly-owned subsidiaries of the Company and the financial information of the Target Group will be consolidated into the Company’s financial statements.

At Completion on 20 December 2018, the Company allotted and issued an aggregate of 550,000,000 Consideration Shares to the Vendors, being 41,666,000 Shares to Harvest Master and 508,334,000 Shares to Profit Linkage. Pursuant to the Agreement, the Purchaser has also procured the Company to issue the Promissory Note in the principal amount of HK\$80,000,000 to Profit Linkage, which will become effective upon the date of Registration Approval.

CHANGES OF SHAREHOLDING STRUCTURE

To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the following table sets out the shareholding structure of the Company (i) immediately before the Completion and the allotment and issue of Consideration Shares; and (ii) immediately after the Completion and the allotment and issue of Consideration Shares:

Shareholders	(i) immediately before the Completion and the allotment and issue of Consideration Shares		(ii) immediately after the Completion and the allotment and issue of the Consideration Shares	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
Ms. Ho Ping Tanya	330,000,000	11.61	330,000,000	9.73
Fung Wai Enterprises Ltd.	330,000,000	11.61	330,000,000	9.73
Golden Blossom Investment Limited	470,000,000	16.54	470,000,000	13.86
Supreme Success Group Limited	185,250,000	6.52	185,250,000	5.46
Harvest Master	—	—	41,666,000	1.23
Profit Linkage	—	—	508,334,000	14.99
Other public Shareholders	<u>1,527,022,221</u>	<u>53.72</u>	<u>1,527,022,221</u>	<u>45.00</u>
Total	<u>2,842,272,221</u>	<u>100.00</u>	<u>3,392,272,221</u>	<u>100.00</u>

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

Hong Kong, 20 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.