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**Wanguo Gold Group Limited**  
**萬國黃金集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 3939)**

**GRANT OF SHARE OPTIONS**  
**UNDER THE 2024 SHARE OPTION SCHEME**

This announcement is made by Wanguo Gold Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.06A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that pursuant to its share option scheme adopted on 15 January 2025 (the “**2024 Share Option Scheme**”), the Company granted an aggregate of 11,055,000 share options (the “**Share Options**”) to the eligible participants as further described below (the “**Grantees**”) on 10 April 2026 to subscribe for ordinary shares (the “**Shares**”) of HK\$0.025 each in the share capital of the Company, subject to acceptance of the Share Options by the Grantees.

A summary of the Share Options granted is set out below:

Date of grant	:	10 April 2026
Grantees	:	(1) Gao Mingqing, executive Director (2) Gao Jinzhu, executive Director (3) Wang Guobiao, executive Director (4) Liu Zhichun, executive Director (5) Wang Lixin, executive Director (6) Wang Renxiang, non-executive Director (7) Tsang Wai Hung, independent non-executive Director (8) Wong Chi Ming Ming, independent non-executive Director (9) Wang Xin, independent non-executive Director (10) Other employees of the Group

Number of Share Options Granted	:	11,055,000 Share Options (each Share Option shall entitle the Grantee to subscribe for one Share)
Exercise Price of Share Options Granted	:	HK\$14.064 per share (representing the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, being HK\$13.91 per Share; (ii) the average closing price of the Shares as stated in the daily quotation sheet issued by the Stock Exchange for the five business days (as defined in the Listing Rules) immediately preceding the date of grant, being HK\$14.064; and (iii) the nominal value of the Shares)
Closing Price of Shares on Date of Grant	:	HK\$13.91 per share
Exercise Period of Share Options	:	The Share Options shall be valid for 10 years from the date of grant and lapse at the expiry of such period or otherwise pursuant to the terms of the 2024 Share Option Scheme.
Vesting Period of Share Options	:	The Share Options granted shall be vested after the second anniversary of the date of grant.
Performance Target	:	The Share Options shall not be subject to any performance target.

The purpose of the Scheme is to recognise and acknowledge the contributions that Eligible Participants have made or may make to the Group, and to enable the Group to grant Options to Eligible Participants as incentives or rewards for their contributions to the Group with the view to achieving the principal objectives of (i) recruiting and retaining high-calibre personnel and key staff members that are valuable to the Group and whose contributions are important to the long-term growth and profitability of the Group; and (ii) motivate the Eligible Participants whose contributions are, will or expected to be beneficial to the Group.

Having considered that (i) the Share Options to be granted will give the Grantees an opportunity to have a personal stake in the Company, which will help motivate the Grantees in improving their performance and efficiency; (ii) the number of Share Options to be granted is based on, among other things, the work performance, past contribution to the Group and potential of the Grantees; and (iii) the value of the Share Options is subject to the market price of the Shares, which, in turn, depends on the business performance of the Group, to which the Grantees would directly contribute, and the Grantees will benefit more from the Share Options if the price of the Shares increases, the remuneration committee of the Company and the Board considered that

notwithstanding the absence of the performance targets, the grant of the Share Options aligns with the purpose of the 2024 Share Option Scheme.

**Clawback Mechanism** : If any of the following events shall occur during an exercise period of the Share Options: (a) a grantee is involved in serious misconduct; (b) a material misstatement in the Company's financial statements; or (c) where a grantee's service or employment with the Group has been terminated by the Group by reason of, among others, dishonesty or serious misconduct, incompetence or negligence in the performance of his/her duties, the grantee having been convicted of any criminal offence involving his/her integrity or honesty, the grantee will cease to be an eligible person and the Options granted will automatically lapse. Where a grantee is involved in serious misconduct or malfeasance, or has conducted any unlawful acts which prejudiced the interest and reputation of the Group, the Options granted shall be clawed back and shall lapse accordingly.

**Financial Assistance** : The Group has not provided any financial assistance to the Grantees for the purchase of Shares under the 2024 Share Option Scheme.

Details of the Grantees, which comprise Directors and employees of the Group, are as follows:

<b>Name/class of Grantee</b>	<b>Position</b>	<b>Number of Share Options Granted</b>
Gao Mingqing	Chairman, CEO, executive Director, substantial shareholder	1,080,000
Gao Jinzhu	Executive Director, substantial shareholder	400,000
Wang Guobiao	Executive Director	400,000
Liu Zhichun	Executive Director	150,000
Wang Lixin	Executive Director	50,000
Wang Renxiang	Non-executive Director	150,000
Tsang Wai Hung	Independent non-executive Director	50,000
Wong Chi Ming Ming	Independent non-executive Director	50,000
Wang Xin	Independent non-executive Director	50,000
Other employees of the Group		8,675,000

The Board believes that the grant of Share Options can align the interests of the Grantees with the interests of the Company and the Shareholders, motivate the Grantees to commit to the Company's future continued competitiveness, operating results and growth, and strengthen their long-term service commitment to the Company, and therefore serves the purposes of the 2024 Share Option Scheme.

The grant of Share Options to the above Directors has been approved by the independent non-executive Directors pursuant to Rule 17.04(1) of the Listing Rules and the Board. Each of the above Directors has abstained from voting in respect of the grant of Share Options to him/her.

As at the date of this announcement, the grant of Share Options to each of the aforementioned substantial shareholders and independent non-executive Directors would not result in the Shares issued and to be issued in respect of all options (if any) and awards granted to the relevant Grantee in the 12-month period up to and including the date of grant representing in aggregate over 0.1% of the Shares (excluding treasury shares). As such, none of the Share Options granted is required to be approved by the shareholders of the Company pursuant to Rule 17.04(3) of the Listing Rules.

As at the date of this announcement, in respect of the grant of the Share Options to the employees of the Group, none will result in the Shares issued and to be issued in respect of all options (if any) and awards to any of the Grantees in the 12-month period up to and including the date of grant exceeding 1% of the Shares in issue (excluding treasury shares). As such, none of the Share Options granted is required to be approved by the shareholders of the Company pursuant to Rule 17.03D(1) of the Listing Rules.

The number of Shares available for grant in the future under the 2024 Share Option Scheme upon the grant of the Share Options is 370,435,880 and the Service Provider Sublimit (as defined in the rules of the 2024 Share Options Scheme) thereunder is 123,659,264.

By Order of the Board  
**Wanguo Gold Group Limited**  
**Gao Mingqing**  
*Chairman*

Hong Kong, 10 April 2026

*As at the date of this announcement, the Board comprises Mr. Gao Mingqing (Chairman), Ms. Gao Jinzhu, Mr. Liu Zhichun, Mr. Wang Guobiao and Mr. Wang Lixin as executive Directors; Mr. Wang Renxiang as a non-executive Director; and Mr. Tsang Wai Hung, Mr. Wong Chi Ming Ming and Mr. Wang Xin as independent non-executive Directors.*