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Wanguo International Mining Group Limited

萬國國際礦業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3939)

ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE

This announcement is made by the Company pursuant to Rule 3.7 of the Takeovers Code.

Reference is made to the announcements of the Company dated 19 November 2018, 19 December 2018 and 27 December 2018 (the “**Announcements**”) in relation to the MOU entered into between the Selling Shareholders and the Potential Buyer in respect of the Possible Transaction. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

EXPIRY OF THE RELEVANT PERIOD

Pursuant to the MOU, the Selling Shareholders agreed not to sign any transfer or cooperation agreement with other third parties in respect of the Sale Shares, representing approximately 11.11% of the total number of the issued Shares as at the date of this announcement, from the date of the MOU up to 31 December 2018 (the “**Relevant Period**”).

The Board wishes to inform Shareholders and potential investors of the Company that the Relevant Period has expired on 31 December 2018. The parties to the MOU have not entered into any agreement in relation to the extension of the Relevant Period. Despite the expiry of the Relevant Period, the negotiations between the parties to the MOU on the terms of the Formal Agreement are still in progress and no Formal Agreement has been entered into in relation to the Possible Transaction. It is expected that the terms of the Formal Agreement will be finalised by the end of January 2019. As previously disclosed in the Announcements, the Potential Buyer is currently conducting the due diligence exercise on the assets, liabilities,

businesses and operations of the Group. It is expected that the due diligence exercise will be completed before the terms of the Formal Agreement are finalised.

Pursuant to the MOU, each of the Selling Shareholders has agreed that within one year from the date of the MOU, it will not directly or indirectly enter into any (or continue any existing) negotiations with any person or company (other than the Potential Buyer) for the sale of any remaining Shares they own, representing approximately 47.22% of the total number of the issued Shares as at the date of this announcement. It will procure its group members (where applicable) not to directly or indirectly through any associated companies, senior management, directors, agents, consultants or any other persons enter into the said negotiations. The Selling Shareholders can negotiate with other interested parties for the sale of the Sale Shares but not the remaining Shares they own.

MONTHLY ANNOUNCEMENTS

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of Possible Transaction will be made by the Company until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code.

As at the date of this announcement, neither the Company nor any of its subsidiaries has entered into any legally binding agreement(s) or contract(s) in respect of the Possible Transaction. There is no assurance that the Possible Transaction will materialise or eventually be consummated and the relevant discussions may or may not lead to a general offer under Rule 26.1 of Takeovers Code. The Possible Transaction may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
Wanguo International Mining Group Limited
Gao Mingqing
Chairman

Hong Kong, 3 January 2019

As at the date of this announcement, the Board comprises Mr. Gao Mingqing (Chairman), Ms. Gao Jinzhu, Mr. Xie Yaolin and Mr. Liu Zhichun as executive Directors; Mr. Li Kwok Ping, Mr. Lee Hung Yuen and Ms. Iu Ching as non-executive Directors; and Dr. Lu Jian Zhong, Mr. Qi Yang, Mr. Shen Peng and Mr. Xiong Zeke as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.