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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Wanguo International Mining Group Limited** (萬國國際礦業集團有限公司) (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or registered institution or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)

- (1) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES**
- (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS**
- (3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “**Annual General Meeting**”) of the Company to be held at Island Pacific Hotel (2/F., Pacific Room), 152 Connaught Road West, Hong Kong on Friday, 24 May 2019 at 10:00 a.m. is set out on pages 18 to 22 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.wgmine.com).

Whether or not you are able to attend the Annual General Meeting or any adjournment thereof, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.

17 April 2019

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Island Pacific Hotel (2/F., Pacific Room), 152 Connaught Road West, Hong Kong on Friday, 24 May 2019 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 18 to 22 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“Company”	Wanguo International Mining Group Limited (萬國國際礦業集團有限公司), a company incorporated under the laws of the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKEX”	Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuing Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all the powers of the Company to allot, issue or otherwise deal with additional Shares as set out in the notice of the Annual General Meeting
“Latest Practicable Date”	12 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	10 July 2012, being the date on which the Shares first commenced dealing on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)

DEFINITIONS

“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all the powers of the Company to repurchase Shares as set out in the notice of the Annual General Meeting
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended from time to time
“Yifeng Wanguo”	Jiangxi Province Yifeng Wanguo Mining Company Limited (江西省宜豐萬國礦業有限公司), a company established in the PRC, a wholly-owned subsidiary of the Group
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Gao Mingqing (*Chairman and Chief Executive Officer*)

Ms. Gao Jinzhu

Mr. Xie Yaolin

Mr. Liu Zhichun

Registered office:

3rd Floor, Queensgate House

113 South Church Street

P.O. Box 10240

Grand Cayman, KY1-1002

Cayman Islands

Non-executive Directors:

Mr. Li Kwok Ping

Mr. Lee Hung Yuen

Ms. Iu Ching

Headquarter and principal place

of business in the PRC:

Xinzhuang Township

Yifeng County

Jiangxi Province

PRC

Independent Non-executive Directors:

Dr. Lu Jian Zhong

Mr. Qi Yang

Mr. Shen Peng

Mr. Xiong Zeke

Principal place of business

in Hong Kong:

Unit 1, 28/F

Singga Commercial Centre

144-151 Connaught Road West

Hong Kong

17 April 2019

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES**

(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS

(3) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the resolutions to be proposed, and if thought fit, to be approved at the Annual General Meeting in respect of (i) the granting of the Issuing Mandate to the Directors; (ii) the

LETTER FROM THE BOARD

granting of the Repurchase Mandate to the Directors; (iii) the extension of the Issuing Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of the retiring Directors at the Annual General Meeting, and to seek your approval for the relevant ordinary resolutions relating to these matters at the Annual General Meeting.

2. PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by the Shareholders at the last annual general meeting of the Company held on 18 May 2018. Unless otherwise renewed, such mandates will lapse at the conclusion of the Annual General Meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 720,000,000 Shares.

In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, ordinary resolutions will be proposed at the Annual General Meeting to approve the following:

- (a) the granting of the Issuing Mandate to the Directors to exercise all the powers of the Company to allot, issue or otherwise deal with additional Shares not exceeding 20% of the number of issued Shares as at the date of passing of such resolution (i.e. 144,000,000 Shares, on the basis that the number of issued Shares remains unchanged until the date of the Annual General Meeting);
- (b) the granting of the Repurchase Mandate to the Directors to exercise the power of the Company to purchase Shares on the Stock Exchange or any other stock exchange of which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange not exceeding 10% of the number of issued Shares as at the date of passing of such resolution (i.e. 72,000,000 Shares, on the basis that the number of issued Shares remains unchanged until the date of the Annual General Meeting); and
- (c) the extension of the Issuing Mandate by adding the aggregate number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

Subject to the passing of the relevant resolutions, the Issuing Mandate and the Repurchase Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions numbered 5 and 6 set out in the notice of the Annual General Meeting. With reference to the Issuing Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue or repurchase any Shares pursuant thereto.

LETTER FROM THE BOARD

In accordance with the requirements of Rule 10.06(1)(b) of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate. Such explanatory statement is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of eleven Directors, comprising four executive Directors, viz, Mr. Gao Mingqing, Ms. Gao Jinzhu, Mr. Xie Yaolin and Mr. Liu Zhichun; three non-executive Directors, viz, Mr. Li Kwok Ping, Mr. Lee Hung Yuen and Ms. Iu Ching; and four independent non-executive Directors, viz, Dr. Lu Jian Zhong, Mr. Qi Yang, Mr. Shen Peng and Xiong Zeke.

In accordance with Articles 87 of the Articles of Association, Mr. Gao Mingqing, Ms. Gao Jinzhu, Mr. Li Kwok Ping, Mr. Shen Peng and Mr. Qi Yang shall retire from office at the Annual General Meeting and being eligible, offer themselves for re-election.

On 21 December 2018, the Nomination Committee, having reviewed the Board composition, nominated each of the retiring Directors to the Board for recommendation to the Shareholders for re-election at the Annual General Meeting.

Mr. Shen Peng, who is the chairman of the Nomination Committee, and each of Ms. Gao Jinzhu and Mr. Qi Yang, who is a member of the Nomination Committee, abstained from voting at the Nomination Committee meeting when his/her own nomination was being considered. The nominations were made in accordance with the Nomination Policy of the Company and the selection criteria (including without limitation, gender, age, cultural and educational background, skills, knowledge and, professional experience), with due regard to the benefits of diversity as set out under the Company's Board Diversity Policy, as well as the respective contributions of the retiring Directors to the Board.

The Board had also assessed and reviewed the annual written confirmation of independence of each of Mr. Shen Peng and Mr. Qi Yang, who will retire from office and, being eligible, offer himself as independent non-executive Director at the Annual General Meeting, based on the independence criteria as set out in Rule 3.13 of the Listing Rules and was satisfied that he has remained independent.

On 29 March 2019, with the recommendation of the Nomination Committee, the Board proposed that all the retiring Directors stand for re-election at the Annual General Meeting. Each of the retiring Directors abstained from voting at the Board meeting regarding their respective propositions for re-election by the Shareholders at the Annual General Meeting.

Biographical details of the retiring Directors are set out in Appendix II to this circular.

LETTER FROM THE BOARD

Further information about the Board composition and diversity as well as the Directors' attendance record at the meetings of the Board and/or its committees and the general meetings of the Company, and the number of other public companies directorships held by the Directors is disclosed in the Company's 2018 annual report.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 18 to 22 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of HKEX (www.hkexnews.hk) and the Company (www.wgmine.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.

5. VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Article 66 of the Articles of Association and Rule 13.39(4) of the Listing Rules, all resolutions set out in the notice of the Annual General Meeting will be decided by way of a poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

After the conclusion of the Annual General Meeting, the poll vote results will be published on the websites of HKEX (www.hkexnews.hk) and the Company (www.wgmine.com) in the manner prescribed under Rule 13.39(5) of the Listing Rules.

6. RECOMMENDATION

The Board considers that the proposed re-election of retiring Directors, the granting of the Repurchase Mandate and the granting/extension of the Issuing Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Details of Retiring Directors proposed to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully,
For and on behalf of the Board
Wanguo International Mining Group Limited
Gao Mingqing
Chairman

This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, to provide the Shareholders with requisite information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 720,000,000 fully paid Shares.

Subject to the passing of the ordinary resolution in respect of the granting of the Repurchase Mandate at the Annual General Meeting and on the basis that no further Shares are issued or repurchased by the Company following the Latest Practicable Date up to the date of the Annual General Meeting, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 72,000,000 Shares, representing 10% of the expected number of issued Shares as at the date of passing of the relevant resolution at the Annual General Meeting.

2. REASONS FOR REPURCHASE

The Directors believe that the granting of the Repurchase Mandate to seek a general authority from the Shareholders to enable the Company to repurchase its own Shares is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASE

Repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the applicable laws and regulations of the Cayman Islands, the memorandum and articles of association of the Company, and the Listing Rules as the case may be.

4. IMPACT OF REPURCHASE

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with the working capital and gearing position of the Company as at 31 December 2018, being the date to which the latest published audited consolidated financial statements of the Company was made up. The Directors do not, however, intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 26 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of interests kept by the Company pursuant to section 336 of the SFO and so far as was known to, or could be ascertained after reasonable enquiry by the Directors, the following entities/persons were directly or indirectly interested in 5% or more of the issued Shares:

Name of Shareholders	Number of Shares in which interested	Capacity in which Shares are held	Approximate percentage of existing shareholding
Victor Soar Investments Limited	281,400,000	Beneficial owner	39.08%
Mr. Gao Mingqing ⁽¹⁾	281,400,000	Interest in controlled corporation	39.08%
Ms. Lin Yinyin ⁽²⁾	281,400,000	Interest of spouse	39.08%
Achieve Ample Investments Limited	138,600,000	Beneficial owner	19.25%
Ms. Gao Jinzhu ⁽³⁾	138,600,000	Interest in controlled corporation	19.25%
Mr. Wang Weimian ⁽⁴⁾	138,600,000	Interest of spouse	19.25%
Cheng Tun Prime Shine Limited ⁽⁵⁾	120,000,000	Beneficial owner	16.67%
Shenzhen Chengtun Equity Investments Company Limited ⁽⁵⁾	120,000,000	Interest in controlled corporation	16.67%
Haitong International Financial Solutions Limited ⁽⁶⁾	450,000,000	Security interest	62.50%
Haitong International Securities Group Limited ⁽⁶⁾	450,000,000	Interest in controlled corporation	62.50%
Haitong International Holdings Limited ⁽⁶⁾	450,000,000	Interest in controlled corporation	62.50%
Haitong Securities Co., Ltd. ⁽⁶⁾	450,000,000	Interest in controlled corporation	62.50%

Notes:

- Victor Soar Investments Limited is wholly owned and controlled by Mr. Gao Mingqing.

2. Ms. Lin Yinyin is the wife of Mr. Gao Mingqing and is deemed to be interested in the 281,400,000 Shares held by Victor Soar Investments Limited, a company controlled by Mr. Gao Mingqing.
3. Achieve Ample Investments limited is wholly owned and controlled by Ms. Gao Jinzhu.
4. Mr. Wang Weimian is the husband of Ms. Gao Jinzhu and is deemed to be interested in the 138,600,000 Shares held by Achieve Ample Investments Limited, a company controlled by Ms. Gao Jinzhu.
5. Cheng Tun Prime Shine Limited is a wholly-owned subsidiary of Shenzhen Chengtun Equity Investments Company Limited (深圳盛屯股權投資有限公司), which in turn is wholly owned by Chengtun Mining Group Company Limited, a company listed on Shanghai Stock Exchange with stock code: 600711.
6. Haitong International Financial Solutions Limited is indirectly owned by Haitong International Securities Group Limited, which in turn is owned as to 62.43% by Haitong International Holdings Limited, which is ultimately owned by Haitong Securities Co., Ltd.

As at the Latest Practicable Date, to the best knowledge and belief of the Company, Mr. Gao Mingqing was beneficially interested in an aggregate of approximately 39.08% of the issued Shares. In the event that the Repurchase Mandate is exercised in full, the shareholding in the Company held by him would be increased to approximately 43.42% of the issued Shares. Such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors will use their best endeavours to ensure that the Repurchase Mandate will not be exercised to such an extent that, as a result of such repurchase, the number of Shares held by the public would fall below the prescribed minimum percentage of 25% as required by the Listing Rules and/or would trigger any event under the Takeovers Code.

6. UNDERTAKING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, nor have they undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the laws of the Cayman Islands and the memorandum and articles of association of the Company.

7. SHARE PRICES

Set out below shows the highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date:

Month	Highest HK\$	Lowest HK\$
2018		
April	1.87	1.59
May	1.89	1.66
June	1.85	1.61
July	1.87	1.65
August	1.85	1.64
September	1.78	1.60
October	1.80	1.60
November	2.28	1.61
December	2.00	1.55
2019		
January	1.78	1.54
February	1.92	1.69
March	2.25	1.90
April (<i>up to the Latest Practicable Date</i>)	2.18	1.88

8. REPURCHASE OF SHARES MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Pursuant to the Listing Rules, the biographical details of the Directors who will retire at the Annual General Meeting according to the Articles of Association and will be proposed to be re-elected at the Annual General Meeting are provided below:

EXECUTIVE DIRECTORS

MR. GAO MINGQING (高明清) (“Mr. Gao”), AGED 66

Experience

Mr. Gao is our chairman, chief executive officer and executive Director. He has been the general manager of Jiangxi Province Yifeng Wanguo Mining Company Limited (“**Yifeng Wanguo**”) and director of Taylor Investment International Limited since November 2003 and August 2008 respectively. Mr. Gao was appointed as our executive Director on 13 May 2011. Mr. Gao has approximately 18 years of experience in the mining industry. He is primarily responsible for our business strategies planning, management and supervision of overall operations including production, business development and financing and investment activities of our Group. In January 2012, Mr. Gao received a second class China Nonferrous Metals Industry Science and Technology Award (中國有色金屬工業科學技術獎) from the China Nonferrous Metals Industry Association (中國有色金屬工業協會) and the Nonferrous Metals Society of China (中國有色金屬學會) in respect of the Integrated Technology for Complicated Hard-to-mine Heavy Water Deposits Safety Mining of the Xinzhuang Mine (新莊銅鋅礦複雜難採大水礦床安全開採綜合技術). Mr. Gao was recognised by the People’s Government of Yichun Municipal (宜春市人民政府) as an Excellent Entrepreneur (優秀企業家) in 2007 and an Outstanding Individual in New Business Establishment (全民創業標兵) in 2007, 2008 and 2010. Mr. Gao is also a director of Victor Soar Investments Limited, a substantial and controlling shareholder of the Company (as defined under the Listing Rules). Save as disclosed above, he does not hold other position in the Group nor does he hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years.

Length of service and emoluments

Mr. Gao has entered into a service contract with the Company for a fixed term of three years which is renewable for subsequent periods of three years, unless terminated by at least three month’s written notice served by either party at any time during the then existing term. He is subject to retirement by rotation and re-election at the annual general meeting in accordance to the Articles of Association. His annual remuneration is fixed at a rate of RMB900,000 and he is eligible to receive a performance related discretionary bonus which will be determined by the Board with reference to the Company’s remuneration policy, his duties and level of responsibilities and the results of the Group.

Relationship

Mr. Gao is a cousin of Mr. Li Kwok Ping, our non-executive Director.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Save as disclosed above, Mr. Gao does not have any relationship with any other Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules).

Interest in Shares

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Gao is interested and deemed to be interested in 281,400,000 Shares, representing approximately 39.08% of the issued share capital of the Company.

Matters that need to be brought to the attention of the Shareholders

Saved as disclosed above, there are no other matters concerning Mr. Gao that need to be brought to the attention of the Shareholders nor is there any other information relating to Mr. Gao that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

MS. GAO JINZHU (高金珠) (“Ms. Gao”), AGED 59

Experience

Ms. Gao is an executive Director and a member of the Nomination Committee. She has been the deputy general manager of Yifeng Wanguo since January 2004. Ms. Gao was appointed as our executive Director on 13 May 2011. Ms. Gao has approximately 18 years of experience in the mining industry. She is primarily responsible for the human resources management of our Group. Ms. Gao completed the Business Administration Advance Research Program of the School of Continuing Education, Tsinghua University in July 2009. Ms. Gao is also a director of Achieve Ample Investments Limited, a substantial shareholder of the Company. Save as disclosed above, she does not hold other position in the Group nor does she hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years.

Length of service and emoluments

Ms. Gao has entered into a service contract with the Company for a fixed term of three years which is renewable for subsequent periods of three years, unless terminated by at least three month's written notice served by either party at any time during the then existing term. She is subject to retirement by rotation and re-election at the annual general meeting in accordance to the Articles of Association. Her annual remuneration is fixed at a rate of RMB460,000 and she is eligible to receive a performance related discretionary bonus which will be determined by the Board with reference to the Company's remuneration policy, her duties and level of responsibilities and the results of the Group.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Relationship

Save as disclosed above, Ms. Gao does not have any relationship with any other Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules).

Interest in Shares

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Ms. Gao is interested and deemed to be interested in 138,600,000 Shares, representing approximately 19.25% of the issued share capital of the Company.

Matters that need to be brought to the attention of the Shareholders

Saved as disclosed above, there are no other matters concerning Ms. Gao that need to be brought to the attention of the Shareholders nor is there any other information relating to Ms. Gao that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NON-EXECUTIVE DIRECTOR

MR. LI KWOK PING (李國平) (“Mr. Li”), AGED 56

Experience

Mr. Li is our non-executive Director. He is primarily responsible for advising on marketing activities and expansion of client network and has been a director of Yifeng Wanguo since November 2007. Mr. Li has approximately 23 years of experiences in cross-border trading. He has been a director of Corbest Development Limited (高柏斯發展有限公司), a company engaged in the manufacture and trading of electronic products, since October 2000. Save as disclosed above, he does not hold other position in the Group nor does he hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years.

Length of service and emoluments

Mr. Li has entered into a service contract with the Company for a fixed term of three years which is renewable for subsequent periods of three years, unless terminated by at least three month's written notice served by either party at any time during the then existing term. He is subject to retirement by rotation and re-election at the annual general meeting in accordance to the Articles of Association. His annual remuneration is fixed at a rate of RMB200,000 and he is eligible to receive a performance related discretionary bonus which will be determined by the Board with reference to the Company's remuneration policy, his duties and level of responsibilities and the results of the Group.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Relationship

Mr. Li is a cousin of Mr. Gao Mingqing, our chairman, chief executive officer and executive Director. Save as disclosed above, Mr. Li does not have any relationship with any other Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules).

Interest in Shares

As at the Latest Practicable Date, Mr. Li was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

Saved as disclosed above, there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders nor is there any other information relating to Mr. Li that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

MR. SHEN PENG (沈鵬) (“Mr. Shen”), AGED 43

Experience

Mr. Shen is our independent non-executive Director and the chairman of each of the Audit Committee (“**Audit Committee**”) of the Board and the Nomination Committee. He has more than 20 years of experience in finance and mining industry of China and Australia. Mr. Shen was the Director of Carabella Resources Limited from January 2014 to June 2017, whose shares were listed on the Australian Stock Exchange (stock code: CLR) and delisted on 19 February 2014. Prior to joining Carabella Resources Limited, he was the chief financial officer of Yancoal Australia Limited, whose shares are listed on the Australian Securities Exchange (stock code: YAL) from 2010 to 2013. Mr. Shen served the Shenhua Group Corporation Limited (神華集團有限責任公司), the parent company of China Shenhua Energy Company Limited (中國神華能源股份有限公司) (“**China Shenhua**”) whose shares are dually listed on the Stock Exchange (stock code: 01088) and the Shanghai Stock Exchange (stock code: 601088), from 2004 to 2010. Mr. Shen worked in Deloitte Touche Tohmatsu CPA Ltd. Beijing Branch from 1998 to 2001. He graduated from the Central University of Finance and Economics (中央財經大學) with a bachelor’s degree in economics in July 1998 and the University of Melbourne with a master’s degree in applied finance in December 2003. Save as disclosed above, he does not hold other position in the Group nor does he hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Length of service and emoluments

Mr. Shen has entered into a service contract with the Company for a fixed term of three years which is renewable for subsequent periods of three years, unless terminated by at least three month's written notice served by either party at any time during the then existing term. He is subject to retirement by rotation and re-election at the annual general meeting in accordance to the Articles of Association. His annual remuneration is fixed at a rate of RMB200,000 and he is eligible to receive a performance related discretionary bonus which will be determined by the Board with reference to the Company's remuneration policy, his duties and level of responsibilities and the results of the Group.

Relationship

Save as disclosed above, Mr. Shen does not have any relationship with any other Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules).

Interest in Shares

As at the Latest Practicable Date, Mr. Shen was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

Saved as disclosed above, there are no other matters concerning Mr. Shen that need to be brought to the attention of the Shareholders nor is there any other information relating to Mr. Shen that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

MR. QI YANG (祁揚), AGED 50

Experience

Mr. QI is our independent non-executive Director, the chairman of the Remuneration Committee of the Board, and a member of each of the Audit Committee and the Nomination Committee. He has joined Hunan Nonferrous Metals Holding Group Co., Ltd. (湖南有色金屬控股集團有限公司) ("HNG"), the parent company of Hunan Nonferrous Metals Corporation Limited (湖南有色金屬股份有限公司) ("HNL") whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 2626) and delisted on 31 March 2015, since November 2006 and acted as the head of its legal affairs department. He currently acts as the head of office of the board of directors and a member of its investment audit committee of HNG. Mr. Qi has also been a supervisor of HNL since March 2009. He was awarded the "Pioneering Individual in Provincial Legal Affairs in Corporate Supervision" (省屬監管企業法律事務工作先進個人) in 2008 by the State-Owned Assets Supervision and Administration Commission of Hunan Provincial People's Government (湖南省人民政府國有資產管理監督管理委員會). Mr. Qi was qualified as a lawyer in the PRC in 1994. He graduated from the Zhongnan Institute of Politics and Law (中南政法學院) with a

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

bachelor's degree in law in July 1991 and graduated as a research student in economic law from the Hunan University (湖南大學) in December 2002. Save as disclosed above, he does not hold other position in the Group nor does he hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years.

Length of service and emoluments

Mr. Qi has entered into a service contract with the Company for a fixed term of three years which is renewable for subsequent periods of three years, unless terminated by at least three month's written notice served by either party at any time during the then existing term. He is subject to retirement by rotation and re-election at the annual general meeting in accordance to the Articles of Association. His annual remuneration is fixed at a rate of RMB150,000 and he is eligible to receive a performance related discretionary bonus which will be determined by the Board with reference to the Company's remuneration policy, his duties and level of responsibilities and the results of the Group.

Relationships

Save as disclosed above, Mr. Qi does not have any relationship with any other Director, senior management, or substantial or controlling Shareholders (as defined in the Listing Rules).

Interest in Shares

As at the Latest Practicable Date, Mr. Qi was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

Saved as disclosed above, there are no other matters concerning Mr. Qi that need to be brought to the attention of the Shareholders nor is there any other information relating to Mr. Qi that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting of Wanguo International Mining Group Limited (the “**Company**”) will be held at Island Pacific Hotel (2/F., Pacific Room), 152 Connaught Road West, Hong Kong on Friday, 24 May 2019 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**” each a “**Director**”) and of the independent auditor for the year ended 31 December 2018;
2. To declare a final dividend of RMB2.78 cents per share;
3. (a) To re-elect the following retiring Directors;
 - (i) Mr. Gao Mingqing as executive Director;
 - (ii) Ms. Gao Jinzhu as executive Director;
 - (iii) Mr. Li Kwok Ping as non-executive Director;
 - (iv) Mr. Shen Peng as independent non-executive Director; and
 - (v) Mr. Qi Yang as independent non-executive Director.

(b) to authorise the board (the “**Board**”) of Directors to fix the Directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the Board to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional ordinary shares of HK\$0.1 each in the capital of the Company (the “**Shares**”) (or securities convertible or exchangeable into Shares, or options, warrants or similar rights to subscribe for any shares), and/or to make or grant offers, agreements and/or options, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of any options granted under the existing share option scheme of the Company or any other option scheme, or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/ or any of its subsidiaries of shares or rights to acquire shares of the Company;
 - (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

shall not exceed 20% of the Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws including, without limitation, laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company, to holders of Shares on the register of the Company on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange outside Hong Kong).”

6. To consider and, if thought fit, to pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of the power of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares (or securities convertible or exchangeable into Shares, or options, warrants or similar rights to subscribe for any shares) may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as hereinafter defined) shall not exceed 10% of the issued Shares as at the date of the passing of this resolution and the approval pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws (including, without limitations laws of the Cayman Islands) to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”;
7. To consider as special business and, if thought fit, to pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions numbered 5 and 6 set out in this notice of annual general meeting, the authority granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with shares of the Company pursuant to resolution numbered 5 above be and is hereby extended by the addition to the number of Shares which may be allotted by the Directors pursuant to such authority an amount representing the aggregate number of shares repurchased by the Company under the authority granted pursuant to resolution numbered 6 above, provided that such amount shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of passing of this resolution.”

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

<i>Registered office:</i>	<i>Headquarter and principal place of business in the PRC:</i>	<i>Principal place of business in Hong Kong:</i>
3rd Floor, Queensgate House 113 South Church Street P.O. Box 10240 Grand Cayman, KY1-1002 Cayman Islands	Xinzhuang Township Yifeng County Jiangxi Province PRC	Unit 1, 28/F Singga Commercial Centre 144-151 Connaught Road West Hong Kong

Hong Kong, 17 April 2019

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. To be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. To ascertain the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, 21 May 2019 to Friday, 24 May 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the above meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Monday, 20 May 2019.
4. The final dividend is payable to the Shareholders whose names appear on the register of members of the Company at close of business on Tuesday, 4 June 2019. For determination of entitlement to the final dividend, the register of members of the Company will be closed from Friday, 31 May 2019 to Tuesday, 4 June 2019, both days inclusive. In order to qualify for the proposed final dividend, all share certificates with completed transfer forms, either overleaf or separately, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 30 May 2019.
5. If a black rainstorm warning signal is in force or a tropical cyclone warning signal number 8 or above remains hoisted at 8:00 a.m. on 24 May 2019, the above meeting will be postponed. Members of the Company are requested to read the website of the Company at www.wgmine.com for details of alternative meeting arrangements. If members of the Company have any queries concerning the alternative meeting arrangements, please call the Company at 2803 7711 during business hours from 9:00 a.m. to 5:00 p.m. on Monday to Friday, excluding public holidays.
6. The above meeting will be held as scheduled when an amber or red rainstorm warning signal is in force.
7. Members of the Company should make their own decision as to whether they would attend the above meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

As at the date of this notice, the Board comprises Mr. Gao Mingqing (Chairman and Chief Executive Officer), Ms. Gao Jinzhu, Mr. Xie Yaolin, 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.