

**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)**

**PROCEDURES FOR A SHAREHOLDER TO PROPOSE A PERSON  
FOR ELECTION AS A DIRECTOR**

Subject to the provisions of the Articles of Association of Wanguo International Mining Group Limited (the “**Company**”) and the Cayman Islands company law, the Company may by ordinary resolution elect any person to be a director either to fill a casual vacancy on the board of directors (the “**Board**”), or as an addition to the existing Board.

If a shareholder wishes to propose a person other than a current director of the Company to be eligible for election as a director at a general meeting, the shareholder shall lodge a written notice (the “**Notice**”) at the head office of the Company at Xinzhuang Township, Yifeng County, Jiangxi Province, People’s Republic of China or at its principal place of business in Hong Kong at Unit 1, 30/F, Singga Commercial Centre, 144-151 Connaught Road West, Hong Kong, provided that the minimum length of the period during which such Notice may be given shall be at least seven (7) days and that (if the Notice is submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

In order for the Company to inform shareholders of that proposal, the Notice must state the full name of the person proposed for election as a director, include the person's biographical details as required by rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and be signed by the shareholder concerned and that person indicating his/her willingness to be elected as a director.

An annual general meeting shall be called by a notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by a notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other extraordinary general meetings may be called by a notice of not less than fourteen (14) clear days and not less than ten (10) clear business days.

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.