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Wanguo International Mining Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3939)

FRAMEWORK AGREEMENT IN RELATION TO THE POSSIBLE ACQUISITION OF 51% EQUITY INTEREST IN XIZANG CHANGDU CHANGDU-COUNTY DADI MINING COMPANY LIMITED

This announcement is made by Wanguo International Mining Group Limited (the “Company”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board of directors of the Company (the “Board”) is pleased to announce that on 26 October 2013 (the “date of the Framework Agreement”), Jiangxi Province Yifeng Wanguo Mining Company Limited, a wholly-owned subsidiary of the Company (“Yifeng Wanguo”) entered into a framework agreement (the “Framework Agreement) in relation to the possible acquisition with Mr. Liu Dingbo, Mr. Yang Zhi and Mr. Wen Baolin, (collectively referred as the “Vendor”) pursuant to which Yifeng Wanguo intended to acquire and the Vendor intended to sell 51% equity interest in Xizang Changdu Changdu-County Dadi Mining Company Limited (the “Target Company”), which owns the exploration right of Walege lead-mine of Changdu County, Tibet Autonomous Region, the People’ Republic of China (the “Possible Acquisition”).

The consideration for the Possible Acquisition shall be subject to negotiation and a formal legally binding agreement between the Vendor and Yifeng Wanguo after Yifeng Wanguo has finished the due diligence review, within 90 days from date of the Framework Agreement.

The Possible Acquisition, if materialised, will constitute a connected transaction given Mr. Wen Baolin, one of the Vendor, is a non-executive Director of the Company and may constitute discloseable transaction of the Company or above under Listing Rules. Further announcement(s) will be made by the Company regarding the Possible Acquisition as and when appropriate in compliance with the Listing Rules.

The Board would like to emphasise that no legally binding agreement in relation to the Possible Acquisition has been entered into by the Group with any party as at the date of this announcement (save for certain provisions relating to the Deposit, confidentiality, exclusivity, conditions precedent and governing law under the Framework Agreement). As the Possible Acquisition may or may not materialise, shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

The board of directors of the Company (the “Board”) is pleased to announce that on 26 October 2013, Jiangxi Province Yifeng Wanguo Mining Company Limited, a wholly-owned subsidiary of the Company (“Yifeng Wanguo”), entered into a framework agreement (the “Framework Agreement”) with Mr. Liu Dingbo, Mr. Yang zhi and Mr. Wen Baolin (collectively referred as the “Vendor”), pursuant to which Yifeng Wanguo intended to acquire and the Vendor intended to sell 51% equity interest in Xizang Changdu Changdu-County Dadi Mining Company Limited (the “Target Company”), which owns the exploration right of Walege lead-mine, located in Changdu County, Tibet Autonomous Region, the People’s Republic of China (the “Possible Acquisition”).

The exploration right of Target Company covers an area for exploration of approximately 21.87 sq. km. As of the date of Framework Agreement, it had completed detailed prospecting in some area. In accordance with resources and reserves under latest prospecting, there are more than 1,000,000 tons of contained lead and more than 1,100 tons of contained silver. It attained the lower limits of two large-scale lead-mines and one large-scale silver-mine under the classification of Chinese Mining Resources and Reserves.

The consideration for the Possible Acquisition shall be subject to negotiation and a formal legally binding agreement between the Vendor and Yifeng Wanguo after Yifeng Wanguo has finished the due diligence review, within 90 days after date of Framework Agreement.

Pursuant to the Framework Agreement, the Vendor and Yifeng Wanguo will negotiate in good faith the terms of the formal and legally binding agreement (the “Formal Agreement”) for the Possible Acquisition within an exclusive period of 90 days after the date of the Framework Agreement. In consideration to such exclusivity, Yifeng Wanguo agrees to pay a sum of RMB9.6 million (the “Deposit”) to the Target Company for the purpose of continuing exploration work within 30 days from date of the Framework Agreement. The Deposit shall be refunded to Yifeng Wanguo if it decides not to proceed with the Possible Acquisition, or if the Vendor and Yifeng Wanguo shall enter into the Formal Agreement, such Deposit shall form part of the payment of the consideration for the Possible Acquisition payable by Yifeng Wanguo to the Vendor.

Given that Mr. Wen Baolin, one of the Vendor, is a non-executive Director of the Company, the Possible Acquisition would constitute a connected transaction as defined in the Listing Rules.

Save as disclosed above, to the best of the Directors’ knowledge, information and belief, and having made all reasonable enquiry, the remaining Vendor are independent third parties and are not connected with the Company and its connected persons.

The Possible Acquisition, if materialised, will constitute a connected transaction and may constitute discloseable transaction of the Company or above under the Listing Rules. Further announcement(s) will be made by the Company regarding the Possible Acquisition as and when appropriate in compliance with the Listing Rules.

The Board would like to emphasise that no legally binding agreement in relation to the Possible Acquisition has been entered into by the Group with any party as at the date of this announcement (save for certain provisions relating to the Deposit, confidentiality, exclusivity, conditions precedent and governing law under the Framework Agreement). As the Possible Acquisition may or may not materialise shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 30 October 2013

As at the date of this announcement, the executive Directors are Mr. Gao Mingqing, Ms. Gao Jinzhu, Mr. Xie Yaolin and Mr. Liu Zhichun; the non-executive Directors are Mr. Li Kwok Ping, Mr. Lee Hung Yuen and Mr. Wen Baolin; and the independent non-executive Directors are Dr. Lu Jian Zhong, Mr. Qi Yang, Mr. Shen Peng and Mr. Li Hongchang.