

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Wanguo International Mining Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3939)

ENTERING INTO MEMORANDUM OF UNDERSTANDING WITH SNOW PEAK MINING PTY LIMITED

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and Part XIVA of the SFO.

The Board is pleased to announce that on 11 July 2014, the Company entered into a MOU with SPM in relation to the Possible Exploration Activities in Regional Project and Near Mine Project.

The Possible Exploration Activities shall be subject to negotiation and a formal legally binding agreement between the Company and SPM within 30 days from date of MOU.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiry, SPM or CSD and their associates are third parties independent of the Company and connected persons of the Company. Further announcement(s) will be made by the Company regarding the Possible Exploration Activities as and when appropriate in compliance with the Listing Rules.

As the Possible Exploration Activities 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 is pleased to announce that on 11 July 2014, the Company entered into a MOU with SPM, pursuant to which the Company shall perform Possible Exploration Activities in the Regional Project and the Near Mine Project. Both Regional Project and Near Mine Project are owned by SPM.

This MOU sets out the terms and conditions to progress Possible Exploration Activities on SPM exploration tenures, as follows:

- Part A is referred to as the Regional Project and includes the Einasleigh region, and that part of the Surveyor-Balcooma region which is outside the SPM's granted Mining Leases ML 1393 and ML 30156
- Part B is referred to as the Near Mine Project and includes tenures located near Mt Garnet, the Maitland project, and that part of the Surveyor-Balcooma region which is inside the SPM's granted Mining Leases ML 1393 and ML 30156.

The Company will fund and manage both parts of the project, as well as be responsible for all costs, environmental and reporting requirements relating to the specific tenures explored.

For Part A (the Regional Project), the Company will undertake a minimum of 150,000 metres of exploration drilling within three years in return for a stake in the Regional Project up to a maximum 50%. SPM will enter into a 50/50 joint venture with the Company in respect of the Regional Project provided that the Company (i) successfully reach an additional JORC Measured Resource of 20 million tonnes at a minimum average grade of greater than 1% copper or greater than 10% zinc plus lead; or (ii) complete a minimum of 150,000 metres of exploration drilling at the Regional Project.

For Part B (the Near Mine Project), the Company will develop or upgrade a minimum of 200,000 tonnes per year to JORC Reserve category in return for a Net Smelter Royalty ("NSR") in respect of each separate deposit within the Near Mine Project in which a JORC Reserve is defined by the Company. The NSR payable to the Company, will be 3% for the first one million tonnes mined and processed from each deposit, and 1.5% thereafter.

The Possible Exploration Activities shall be subject to negotiation and a formal legally binding agreement between the Company and SPM within 30 days from date of MOU. In addition, this MOU will be automatically lapsed after 30 days of signing.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiry, SPM or CSD and their associates are third parties independent of the Company and connected persons of the Company. Further announcement(s) will be made by the Company regarding the Possible Exploration Activities as and when appropriate in compliance with the Listing Rules.

The Board believed that the Possible Exploration Activities will result in further cooperation with SPM and expansion of our mineral resources and ore reserves in Australia, aiming at further growing our business and maximizing returns to our Shareholders.

As the Possible Exploration Activities 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, 14 July 2014

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.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors of the Company
“Company”	Wanguo International Mining Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange
CSD	Consolidated Tin Mines Limited (ASX: CSD), a company incorporated in Australia as a limited liability company, the issued shares of which are listed on the Australian Stock Exchange, owns 9.8% shareholding in SPM at date of this announcement. CSD intended to acquire all the assets (including Regional Project and Near Mine Project) of SPM, subject to CSD shareholders’ approval.
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Date of MOU”	11 July 2014, being date of MOU signed
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“JORC”	the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, as published by the Joint Ore Reserves Committee
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MOU”	Memorandum of Understanding dated 11 July 2014, entered into between the Company and SPM
“Net Smelter Royalty (NSR)”	Net Smelter Royalty (NSR) represents royalty based on the gross proceeds received from sales of minerals by SPM less smelter charges

“Possible Exploration Activities”	Possible Exploration Activities included exploration work in the Regional Project and the Near Mine Project by the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.1 in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“SPM”	Snow Peak Mining Pty Ltd, a company incorporated in Australia as a limited liability company in December 2012, which holds extensive exploration tenure in North Queensland, Australia.
“%”	Per cent