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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 GRANT 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, 9 June 2017 at 10:00 a.m. is set out on pages 15 to 19 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 they so wish and in such event, the form of proxy shall be deemed to be revoked.

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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, 9 June 2017 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 15 to 19 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”	7 April 2017, 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

“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 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

Non-executive Directors:

Mr. Li Kwok Ping
Mr. Lee Hung Yuen

Independent Non-executive Directors:

Dr. Lu Jian Zhong
Mr. Qi Yang
Mr. Shen Peng

Registered office:

3rd Floor, Queensgate House
113 South Church Street
P.O. Box 10240
Grand Cayman, KY1-1002
Cayman Islands

*Headquarter and principal place
of business in the PRC:*

Xinzhuang Township
Yifeng County
Jiangxi Province
PRC

*Principal place of business
in Hong Kong:*

Unit 1, 28/F
Singa Commercial Centre
144-151 Connaught Road West
Hong Kong

13 April 2017

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANT 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 granting of the Repurchase Mandate to the

LETTER FROM THE BOARD

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 GRANT 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 27 May 2016. Unless otherwise renewed, such mandates will lapse at the conclusion of the Annual General Meeting.

As at the Latest Practicable Date, the Company comprised 600,000,000 Shares.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) 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. 120,000,000 Shares, on the basis that the number of issued Shares remains unchanged until the date of the Annual General Meeting);
- (b) 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. 60,000,000 Shares, on the basis that the number of issued Shares remains unchanged until the date of the Annual General Meeting); and
- (c) to extend the Issuing Mandate by an amount representing the aggregate number of Shares repurchased by the Company pursuant to and in accordance with 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 ordinary resolutions nos. 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.

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.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

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

In accordance with Articles 87 of the Articles of Association, Mr. Xie Yaolin, Mr. Lee Hung Yuen, Mr. Shen Peng shall retire from office at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

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

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 19 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, *inter alia*, the granting of the general mandates to issue and repurchase Shares and the extension of the Issuing Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate and the re-election of retiring Directors.

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. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting 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 accordance with Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

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 resolutions to be proposed at the Annual General Meeting.

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) 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 Company had 600,000,000 fully paid Shares in issue.

Subject to the passing of the ordinary resolution for 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 prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 60,000,000 fully paid 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 2016, 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 for the purposes of Rule 26 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, may be treated, as a result of the repurchase of Shares by the Company, as having obtained or consolidated control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

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	301,500,000	Beneficial owner	50.25%
Mr. Gao Mingqing ⁽¹⁾	301,500,000	Interest in controlled corporation	50.25%
Ms. Lin Yinyin ⁽²⁾	301,500,000	Interest of spouse	50.25%
Achieve Ample Investments Limited	148,500,000	Beneficial owner	24.75%
Ms. Gao Jinzhu ⁽³⁾	148,500,000	Interest in controlled corporation	24.75%
Mr. Wang Weimian ⁽⁴⁾	148,500,000	Interest of spouse	24.75%

Notes:

- Victor Soar Investments Limited is wholly owned and controlled by Mr. Gao Mingqing.
- Ms. Lin Yinyin is the wife of Mr. Gao Mingqing and is deemed to be interested in the 301,500,000 Shares held by Victor Soar Investments Limited, a company controlled by Mr. Gao Mingqing.
- Achieve Ample Investments limited is wholly owned and controlled by Ms. Gao Jinzhu.
- Mr. Wang Weimian is the husband of Ms. Gao Jinzhu and is deemed to be interested in the 148,500,000 Shares held by Achieve Ample Investments Limited, a company controlled by Ms. Gao Jinzhu.

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 50.25% 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 55.83% of the issued Shares. Such increase would not 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 25% of the total number of Shares in issue. The Directors do not have any present intention (i) to repurchase Shares to an extent which will result in the amount of Shares held by public being reduced to less than 25% and (ii) to 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
April	2.25	1.42
May	2.05	1.48
June	1.75	1.47
July	1.65	1.39
August	1.56	1.41
September	1.55	1.42
October	1.80	1.53
November	1.78	1.58
December	2.39	1.63
2017		
January	2.00	1.65
February	2.40	1.92
March	2.21	1.88
April (<i>up to the Latest Practicable Date</i>)	2.04	1.96

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:

MR. XIE YAOLIN (謝要林), AGED 53, AN EXECUTIVE DIRECTOR

Experience

Mr. Xie is an executive Director, has been our chief engineer and the mine manager of our Xinzhuang Mine since he joined our Group in July 2008. He is primarily responsible for the technical side of our mining operations, including supervising and managing production, operational safety and the development and planning of new mines. Mr. Xie has more than 35 years of experience in the mining industry, especially in the area of construction and design of mines and mining operations and management. He worked for Hunan Shuikoushan Non-Ferrous Metal Group Limited (湖南水口山有色金屬集團公司), previously known as Hunan Shuikou Mining Bureau (湖南水口山礦務局), from 1981 to 2008 where he was responsible for the general operations and management of mines including production management, construction management and mining technology implementation. In Hunan Shuikoushan Non-Ferrous Metal Group Limited, he last served as the chief engineer and deputy mine manager of Kangjiawan Mine (康家灣礦), a lead, zinc and gold mine in Hunan province. In January 2012, Mr. Xie 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. Xie has been a committee member of the Mining Research and Development (礦業研究與開發), a magazine jointly published by the China Non-Ferrous Metal Association (中國有色金屬學會) and the Changsha Mining Research Institute (長沙礦山研究院) since September 2010. Mr. Xie was recognised as a senior engineer in geological investigation and mining exploration by Human Resources Office of Hunan Province (湖南省人事廳) in September 2001. He graduated from the China University of Geosciences (中國地質大學) with a bachelor's degree in hydrogeology in June 1989. 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. Xie has entered into a service contract with the Company for a fixed term of three years with automatic renewal commencing on the Listing Date. 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 RMB550,000 and he will be eligible to receive a performance related discretionary bonus which is based on the Company's remuneration policy, his duties and level of responsibilities and the results of the Group.

Relationships

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

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

Interest in Shares

As at the Latest Practicable Date, Mr. Xie 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. Xie that need to be brought to the attention of the Shareholders nor is there any other information relating to Mr. Xie that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

MR. LEE HUNG YUEN (李鴻淵), AGED 46, A NON-EXECUTIVE DIRECTOR

Experience

Mr. Lee was appointed as our non-executive Director on 12 June 2012. He is primarily responsible for advising on investment strategies and office administration. Mr. Lee has been a director of Yifeng Wanguo since November 2007 and has been the company secretary for HK Taylor since August 2010. Mr. Lee has approximately 20 years of experiences in business development and investment in China. He has been engaged in the manufacture and sale of electronic and light-emitting diode lighting products since 1995. 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. Lee has entered into a service contract with the Company for a fixed term of three years with automatic renewal commencing on the Listing Date. 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 will be eligible to receive a performance related discretionary bonus which is based on the Company's remuneration policy, his duties and level of responsibilities and the results of the Group.

Relationships

Save as disclosed above, Mr. Lee 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. Lee was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

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

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

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

MR. SHEN PENG (沈鵬), AGED 41, AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Experience

Mr. Shen is our independent non-executive Director and the chairman each of the Audit Committee and Nomination Committee of the Company. He has more than 18 years of experience in finance and mining industry of China and Australia. Mr. Shen currently acts as the Director of Carabella Resources Limited, 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 where he participated in the preparation for the listing of China Shenhua and held various positions in respect of financial management and analysis, investor relations and business restructuring. 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.

Length of service and emoluments

Mr. Shen has entered into a service contract with the Company for a fixed term of three years with automatic renewal commencing on the Listing Date. 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 will be eligible to receive a performance related discretionary bonus which is based on the Company’s remuneration policy, his duties and level of responsibilities and the results of the Group.

Relationships

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

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

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.

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, 9 June 2017 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and of independent auditor for the year ended 31 December 2016;
2. (a) To re-elect the following retiring Directors;
 - (i) Mr. Xie Yaolin as executive Director;
 - (ii) Mr. Lee Hung Yuen as non-executive Director; and;
 - (iii) Mr. Shen Peng as independent non-executive Director.(b) to authorise the board (the “**Board**”) of Directors to fix the Directors’ remuneration.
3. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the Board to fix their remuneration;
4. 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;

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- (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

- (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;

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“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).”;

5. 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 of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the 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) 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 of the Company 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
- (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.”;

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6. 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 4 and 5 set out in this notice of annual general meeting, the authority granted to the directors of the Company to exercise the powers of the Company to allot, issue or otherwise deal with shares of the Company pursuant to resolution numbered 4 above be and is hereby extended by the addition to the number of shares of the Company which may be allotted by the directors of the Company pursuant to resolution numbered 4 an amount of the Company of shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5 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

Registered office:

3rd Floor, Queensgate House
113 South Church Street
P.O. Box 10240
Grand Cayman, KY1-1002
Cayman Islands

*Headquarter and principal place of
business in the PRC:*

Xinzhuang Township
Yifeng County
Jiangxi Province
PRC

*Principal place of business
in Hong Kong:*

Unit 1, 28/F
Singa Commercial Centre
144-151 Connaught Road West
Hong Kong

Hong Kong, 13 April 2017

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 (the “**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 effective, 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. In relation to the ordinary resolutions numbered 4, 5 and 6 set out in the above notice, the Directors wish to state that they have no immediate plan to issue any new Shares or repurchase any existing Shares.
4. 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 9 June 2017, 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.
5. The above meeting will be held as scheduled when an amber or red rainstorm warning signal is in force.
6. 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 of Directors 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 and Mr. Lee Hung Yuen as non-executive Directors; and Dr. Lu Jian Zhong, Mr. Qi Yang and Mr. Shen Peng as independent non-executive Directors.