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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)

COMPLETION OF FIRST SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of Wanguo International Mining Group Limited (the “Company”) dated 3 November 2017 (the “Announcement”) in relation to the Subscriptions. Unless otherwise stated, terms used herein shall have the same meanings as defined in the Announcement.

The Board is pleased to announce that all conditions precedent of the First Subscription have been fulfilled and the First Completion Date took place on 24 November 2017. Pursuant to the Subscription Agreement, 66,000,000 First Subscription Shares have been allotted and issued to the Subscriber (now known as Cheng Tun Prime Shine Limited) at the Subscription Price of HK\$1.86 per Subscription Share. The Subscription Shares had been allotted and issued under the General Mandate.

The shareholding structure of the Company immediately before and after the allotment and issuance of the First Subscription Shares is as follows:

Name of the Shareholders	Immediately before allotment and issuance of the First Subscription Shares		Immediately after allotment and issuance of the First Subscription Shares	
	Number of Shares	Approx. %	Number of Shares	Approx. %
Victor Soar Investments Limited ¹	301,500,000	50.25	301,500,000	45.27
Achieve Ample Investments Limited ²	148,500,000	24.75	148,500,000	22.30
Subscriber	0	0	66,000,000	9.91
Public Shareholders	<u>150,000,000</u>	<u>25.00</u>	<u>150,000,000</u>	<u>22.52</u>
Total	<u>600,000,000</u>	<u>100.00</u>	<u>666,000,000</u>	<u>100.00</u>

Notes:

1. *Victor Soar Investments Limited is wholly-owned and controlled by Mr. Gao Mingqing. Mr. Gao Mingqing is the Chairman and an executive director of the Company.*
2. *Achieve Ample Investments Limited is wholly-owned and controlled by Ms. Gao Jinzhu. Ms. Gao Jinzhu is an executive director of the Company.*

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

Hong Kong, 24 November 2017

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