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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)

**DISPOSAL OF 30,000,000 SHARES BY
SUBSTANTIAL SHAREHOLDERS**

This announcement is made by Wanguo International Mining Group Limited (the "**Company**"), together with its subsidiaries, the "**Group**") 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 the Inside Information Provisions pursuant to Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the "**Board**") of directors (the "**Directors**") of the Company was informed by each of Mr. Gao Mingqing ("**Mr. Gao**") and Ms. Gao Jinzhu ("**Ms. Gao**"), executive Directors, that on 12 January 2018, Victor Soar Investments Limited (a company wholly-owned and controlled by Mr. Gao) and Achieve Ample Investments Limited (a company wholly-owned and controlled by Ms. Gao), being the substantial shareholders of the Company (collectively referred as the "**Substantial Shareholders**"), entered into a share transfer agreement (the "**Agreement**") with the purchaser (the "**Purchaser**") who is a third party independent of the Group and its connected person, pursuant to which the Substantial Shareholders agreed to sell to the Purchaser an aggregate of 30,000,000 shares of HK\$0.10 each (the "**Shares**", each a "**Share**") in the share capital of the Company (representing approximately 4.50% of the existing issued share capital of the Company) at a price of HK\$1.88 per Share, for a total consideration of HK\$56,400,000 (the "**Disposal**"). The Company was also informed that the completion of the Disposal took place on 16 January 2018.

SHAREHOLDING STRUCTURE

Set out below is the shareholding structure of the Company (i) immediately before completion of the Disposal; and (ii) immediately after completion of the Disposal:

Name of Shareholders	Immediately before completion of the Disposal		Immediately after completion of the Disposal	
	Number of Shares	Approximate percentage (%)	Number of Shares	Approximate percentage (%)
Victor Soar Investments Limited <i>(Note 1)</i>	301,500,000	45.27	281,400,000	42.25
Achieve Ample Investments Limited <i>(Note 2)</i>	148,500,000	22.30	138,600,000	20.81
Public shareholders				
Cheng Tun Prime Shine Limited <i>(Note 3)</i>	66,000,000	9.91	66,000,000	9.91
Others	150,000,000	22.52	150,000,000	22.52
The Purchaser	-	-	30,000,000	4.51
Total	<u>666,000,000</u>	<u>100.00</u>	<u>666,000,000</u>	<u>100.00</u>

Notes:

- Victor Soar Investments Limited is wholly-owned and controlled by Mr. Gao who is the Chairman of the Board, an executive Director and the Chief Executive Officer of the Group.*
- Achieve Ample Investments Limited is wholly-owned and controlled by Ms. Gao who is an executive Director.*
- Cheng Tun Prime Shine Limited is an independent third party who had completed the first subscription of 66,000,000 Shares on 24 November 2017. (Please refer to the announcement of the Company dated 24 November 2017 for details.)*

Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company.

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

Hong Kong, 16 January 2018

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.