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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 SECOND SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE**

References are made to the announcements of Wanguo International Mining Group Limited (the “**Company**”) dated 3 November 2017, 24 November 2017, 18 December 2017 and 31 January 2018 respectively (the “**Announcements**”) in relation to the Subscriptions. Unless otherwise stated, terms used herein shall have the same meanings as defined in the Announcements.

The Board is pleased to announce that all conditions precedent of the Second Subscription have been fulfilled and the Second Completion Date took place on 28 February 2018. Pursuant to the Subscription Agreement, 54,000,000 Second 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. Immediately upon completion of the Second Subscription, the Subscriber has become a substantial shareholder (as defined in the Listing Rules) of the Company.

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

Name of the Shareholders	Immediately before allotment and issuance of the Second Subscription Shares		Immediately after allotment and issuance of the Second Subscription Shares	
	Number of Shares	Approx. %	Number of Shares	Approx. %
Victor Soar Investments Limited <sup>1</sup>	281,400,000	42.25	281,400,000	39.08
Achieve Ample Investments Limited <sup>2</sup>	138,600,000	20.81	138,600,000	19.25
The Subscriber	66,000,000	9.91	120,000,000	16.67
Public Shareholders	<u>180,000,000</u>	<u>27.03</u>	<u>180,000,000</u>	<u>25.00</u>
<b>Total</b>	<b><u>666,000,000</u></b>	<b><u>100.00</u></b>	<b><u>720,000,000</u></b>	<b><u>100.00</u></b>

Notes:

- Victor Soar Investments Limited is wholly-owned and controlled by Mr. Gao Mingqing. Mr. Gao Mingqing is the Chairman, Chief Executive Officer and an executive director of the Company.*
- 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, 28 February 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.*