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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)

ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE

This announcement is made by the Company pursuant to Rule 3.7 of the Takeovers Code.

Reference is made to the announcements of the Company dated 19 November 2018, 19 December 2018, 27 December 2018, 3 January 2019, 1 February 2019, 1 March 2019, 29 March 2019, 29 April 2019 and 29 May 2019 (the “**Announcements**”) in relation to the MOU entered into between the Selling Shareholders and the Potential Buyer in respect of the Possible Transaction. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

STATUS OF THE POSSIBLE TRANSACTION

The Board wishes to inform Shareholders and potential investors of the Company that the Potential Buyer is in the course of arranging financing required for the Possible Transaction. As at the date of this announcement, the negotiations between the parties to the MOU on the terms of the Formal Agreements are still in progress and no Formal Agreement has been entered into in relation to the Possible Transaction.

As mentioned in the Announcements, Victor Soar and Achieve Ample (of which the ultimate beneficial owner is Mr. Gao Mingqing and Ms. Gao Jinzhu, respectively) are the Selling Shareholders in respect of the Possible Transaction. Mr. Gao Mingqing and Ms. Gao Jinzhu, being directors of the Company, are prohibited under Appendix 10 (Model Code for Securities Transactions by Directors of Listed Issuers) of the Listing Rules from dealing in any Shares during the period of 30 days immediately preceding the publication date of the interim results of the Company (the “**Blackout Period**”). As such, if the Possible Transaction materialises, it shall not proceed until after the end of the Blackout Period, which is expected to end in August 2019. The parties to the MOU will therefore endeavour to finalise the terms of the Formal Agreements by early September 2019.

MONTHLY ANNOUNCEMENTS

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the Possible Transaction will be made by the Company until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code.

As at the date of this announcement, neither the Company nor any of its subsidiaries has entered into any legally binding agreement(s) or contract(s) in respect of the Possible Transaction. There is no assurance that the Possible Transaction will materialise or eventually be consummated and the relevant discussions may or may not lead to a general offer under Rule 26.1 of Takeovers Code. Shareholders and potential investors of the Company should be aware that the Possible Transaction may or may not proceed. Shareholders and potential investors of the Company are advised to 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, 28 June 2019

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, Mr. Lee Hung Yuen and Ms. Iu Ching as non-executive Directors; and Dr. Lu Jian Zhong, Mr. Qi Yang, Mr. Shen Peng and Mr. Xiong Zeke as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.