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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 SUBSCRIPTION OF NEW SHARES
UNDER GENERAL MANDATE

References are made to the announcements of Wanguo International Mining Group Limited (the “**Company**”) dated 29 December 2020 and 22 February 2021 respectively (the “**Announcements**”) in relation to, among other things, the subscription of new shares under general mandate. 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 Subscription have been fulfilled and completion of the Subscription took place on 2 March 2021. Pursuant to the terms and conditions of the Subscription Agreement (as supplemented by the supplementary agreement dated 26 January 2021 as referred to in the Announcements), 108,000,000 Subscription Shares, representing approximately 13.04% of the issued share capital of the Company as enlarged by the allotment and issuance of the Subscription Shares, have been allotted and issued to Humon Mining (an indirectly wholly-owned subsidiary of the Subscriber) under the General Mandate at the Subscription Price of HK\$2.18 per Subscription Share.

Immediately upon completion of the Subscription, Humon Mining has become a substantial shareholder (as defined in the Listing Rules) of the Company.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the shareholding structure of the Company immediately before and after the allotment and issuance of the Subscription Shares is as follows:

Name of the Shareholders	Immediately before allotment and issuance of the Subscription Shares		Immediately after allotment and issuance of the Subscription Shares	
	Number of Shares	Approx. %	Number of Shares	Approx. %
Victor Soar Investments Limited ¹	281,400,000	39.08	281,400,000	33.99
Achieve Ample Investments Limited ²	138,600,000	19.25	138,600,000	16.74
Cheng Tun ³	91,510,000	12.71	91,510,000	11.05
Humon Mining	-	-	108,000,000	13.04
Public Shareholders	<u>208,490,000</u>	<u>28.96</u>	<u>208,490,000</u>	<u>25.18</u>
Total	<u>720,000,000</u>	<u>100.00</u>	<u>828,000,000</u>	<u>100.00</u>

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.*
- Achieve Ample Investments Limited is wholly-owned and controlled by Ms. Gao Jinzhu. Ms. Gao Jinzhu is an executive Director.*
- Cheng Tun Prime Shine Limited is a wholly-owned subsidiary of Shenzhen Chengtun Equity Investments Company Limited (深圳盛屯股權投資有限公司), which in turn is wholly-owned by Chengtun Mining Group Co., Ltd., a company listed on Shanghai Stock Exchange with stock code: 600711.*

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

Hong Kong, 2 March 2021

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, Mr. Shen Peng and Mr. Wang Xin as independent non-executive Directors.