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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)

(1) RESIGNATION OF EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS

(2) APPOINTMENT OF EXECUTIVE DIRECTORS AND

(3) CHANGE IN MEMBERS OF THE NOMINATION COMMITTEE

The Board hereby announces that with effect from 30 September 2021:

- (1) Ms. Gao Jinzhu has resigned as an executive Director due to her intention to concentrate on other business engagements. Ms. Gao also ceased to be a member of the Nomination Committee;
- (2) Mr. Xie Yaolin has resigned as an executive Director due to his intention to concentrate on other business engagements;
- (3) Mr. Li Kwok Ping has resigned as a non-executive Director due to his intention to concentrate on other business engagements;
- (4) Mr. Lee Hung Yuen has resigned as a non-executive Directors due to his intention to concentrate on other business engagements;
- (5) Mr. Wang Renxiang have been appointed as an executive Director;
- (6) Ms. Wang Nan has been appointed as an executive Director;
- (7) Mr. Wang Xin, an independent non-executive Director, has been appointed as a member of the Nomination Committee.

(1) RESIGNATION OF EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Director(s)**”) of Wanguo International Mining Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announce that with effect from 30 September 2021:

1. Ms. Gao Jinzhu (“**Ms. Gao**”) has resigned as an executive Director due to her intention to concentrate on other business engagements. Ms. Gao also ceased to be a member of the nomination committee of the Board (the “**Nomination Committee**”);
2. Mr. Xie Yaolin (“**Mr. Xie**”) has resigned as an executive Director due to his intention to concentrate on other business engagements;
3. Mr. Li Kwok Ping (“**Mr. KP Li**”) has resigned as a non-executive Director due to his intention to concentrate on other business engagements; and
4. Mr. Lee Hung Yuen (“**Mr. HY Lee**”) has resigned as a non-executive Directors due to his intention to concentrate on other business engagements.

Each of Ms. Gao, Mr. Xie, Mr. KP Li and Mr. HY Lee has confirmed to the Company that he/she has no disagreement with the Board and that he/she is not aware of any matter relating to his/her resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its gratitude to Ms. Gao, Mr. Xie, Mr. KP Li and Mr. HY Lee for their services and valuable contributions to the Company during their tenure of office with the Company.

(2) APPOINTMENT OF EXECUTIVE DIRECTORS

The Board is pleased to announce that with effect from 30 September 2021, each of Mr. Wang Renxiang (“**Mr. Wang**”) and Ms. Wang Nan (“**Ms. Wang**”) has been appointed as an executive Director.

The biographical details of Mr. Wang and Ms. Wang are set out as follows:

Mr. Wang Renxiang (王任翔)

Mr. Wang, aged 37, has been acting as the deputy general manager of Wanguo Australia International Group Pty Limited (a wholly owned subsidiary of the Company) (“**Wanguo Australia**”) since September 2017 and a director and deputy general manager of Gold Ridge Mining Limited (a non-wholly owned subsidiary of the Company) (“**GRML**”) since August 2020. He is primarily responsible for the development and recommissioning of the project concerning the Group’s gold ridge mine located in the Solomon Islands (the “**Gold Ridge Project**”).

Prior to joining the Group, Mr. Wang was an analyst at the Treasury of Australian Government from February 2011 to July 2017. Mr. Wang has been awarded a Graduate Diploma in International Affairs from the Australian National University in July 2017. He graduated with a Master of Commerce with Honours in Finance from the University of Melbourne in December 2010 and a Bachelor of Finance from the Australian National University in July 2007.

The Company has entered into a service agreement with Mr. Wang for an initial term of three (3) years commencing from 30 September 2021, which is subject to automatic renewal for a subsequent term of three (3) years, unless terminated by at least one month's written notice served by either party. Pursuant to article 86(3) of the articles of association of the Company (the "**Articles**"), Mr. Wang will hold office until the next following annual general meeting of the Company, subject to re-election thereat. Thereafter, Mr. Wang's tenure as an executive Director will be subject to retirement by rotation and re-election in accordance with the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") and the Articles. Pursuant to the service agreement, Mr. Wang is entitled to an annual fee of AUD150,000, which is determined by the Board with reference to Mr. Wang's experience, duties, responsibilities and the Company's remuneration policy.

Saved as disclosed above, Mr. Wang has not held any directorship in any other public companies the securities of which are listed in Hong Kong or overseas in the last three years nor did and does he hold any other positions in the Group in the past and at present.

Mr. Wang is the son of Ms. Gao Jinzhu (a then executive Director), who effectively owns 16.74% of issued shares capital of the Company and is a substantial shareholder of the Company as of the date of this announcement. Save as disclosed above, he does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the date of this announcement, Mr. Wang does not have or is not deemed to have any interest in the shares or underlying shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance ("**SFO**").

Ms. Wang Nan (王楠)

Ms. Wang, aged 50, has been acting as the chief financial officer of Wanguo Australia since June 2018 and a director of GRML since August 2020. She is primarily responsible for finance and business development of the Gold Ridge Project.

Prior to joining the Group, Ms. Wang was a senior adviser of the Asian Infrastructure Investment Bank, China Economic Policy, Budget Policy, Infrastructure Finance, Finance Taxation issues at the Department of Treasury of Australian Government from December 2004 to May 2018. She worked as a legal consultant on mergers and acquisitions matters at King & Wood Beijing office from August 2003 to September 2004 and a tax advisor at Arthur Andersen Hong Kong from September 1995 to December 1996.

She was awarded a Graduate Diploma in Economics Studies from Monash University and Graduate Diploma in Legal Practice from the Australian National University in May 2013 and April 1996 respectively. She was qualified as a lawyer in Australia in October 1995. She graduated from the Australian National University with double degrees of a Bachelor of Commence and a Bachelor of Laws in April 1994 and April 1995 respectively.

The Company has entered into a service agreement with Ms. Wang for an initial term of three (3) years commencing from 30 September 2021, which is subject to automatic renewable for subsequent term of three (3) years, unless terminated by at least one month's written notice served by either party. Pursuant to article 86(3) of the Articles, Ms. Wang will hold office until the next following annual general meeting of the Company, subject to re-election thereat. Thereafter, Ms. Wang's tenure as an executive

Director will be subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles. Pursuant to the service agreement, Ms. Wang is entitled to an annual fee of AUD262,000, which is determined by the Board with reference to Ms. Wang's experience, duties, responsibilities and the Company's remuneration policy.

Saved as disclosed above, Ms. Wang has not held any directorship in any other public companies the securities of which are listed in Hong Kong or overseas in the last three years nor did and does she hold any other positions in the Group in the past and at present. In addition, she does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the date of this announcement, Ms. Wang does not have or is not deemed to have any interest in the shares or underlying shares in the Company within the meaning of Part XV of the SFO.

Saved as disclosed above, the Board is not aware of any other matters in relation to the appointment of each of Mr. Wang and Ms. Wang as an executive Director that need to be brought to the attention of the Shareholders nor is there any other information that is required to be disclosed by the Company pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Board would like to take this opportunity to express its warmest welcome to Mr. Wang and Ms. Wang for joining the Board.

(3) CHANGE IN MEMBERS OF THE NOMINATION COMMITTEE

Following the cessation of Ms. Gao as a member of the Nomination Committee, Mr. Wang Xin, an independent non-executive Director, has been appointed as a member of the Nomination Committee with effect from 30 September 2021.

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

Hong Kong, 30 September 2021

As at the date of this announcement, the Board comprises Mr. Gao Mingqing (Chairman), Mr. Liu Zhichun, Mr. Wang Renxiang and Ms. Wang Nan as executive Directors; and Dr. Lu Jian Zhong, Mr. Qi Yang, Mr. Shen Peng and Mr. Wang Xin as independent non-executive Directors.