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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)

**PROPOSED AMENDMENTS TO
MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Wanguo International Mining Group Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of Company proposes that certain amendments be made to the memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) to, among other things, (i) bring the Articles of Association in alignment with the Core Shareholder Protection Standards set out in Appendix 3 to the Listing Rules and make corresponding changes to the Articles of Association; (ii) provide flexibility to the Company to convene and hold hybrid general meetings and electronic general meetings; (iii) reflect certain updates in relation to the applicable laws of the Cayman Islands and the Listing Rules; and (iv) incorporate certain housekeeping amendments (collectively the “**Proposed Amendments**”). Accordingly, the Board proposes to adopt the second amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the Memorandum and Articles of Association.

The Proposed Amendments are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the annual general meeting dated 2 June 2022 (“**AGM**”).

A circular containing, among other things, details of the Proposed Amendments, together with the notice of the AGM, will be despatched to the Shareholders in accordance with the requirements under the Listing Rules and the articles of association of the Company on or around 28 April 2022.

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

Hong Kong, 25 April 2022

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.