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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Wanguo International Mining Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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 CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Unless the context otherwise requires, capitalized terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A letter from the Board is set out on pages 2 to 5 of this circular.

A notice convening the EGM of the Company to be held at 2/F., 35-45B Bonham Strand, Sheung Wan, Hong Kong on Tuesday, 6 August 2024 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. Whether or not you intend to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting (i.e. not later than 10:00 a.m. on Sunday, 4 August 2024) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

12 July 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors of the Company
“Company”	Wanguo International Mining Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the main board of the Stock Exchange (Stock code: 3939)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for approving the Proposed Change of Company Name
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Wanguo International Mining Group Limited” to “Wanguo Gold Group Limited” and to adopt the Chinese name “萬國黃金集團有限公司” as the dual foreign name of the Company in place of the existing Chinese name “萬國國際礦業集團有限公司”
“Share(s)”	ordinary shares of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holders of the Shares from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Gao Mingqing (*Chairman*)

Mr. Liu Zhichun

Mr. Wang Renxiang

Ms. Wang Nan

Independent Non-executive Directors:

Mr. Tsang Wai Hung

Mr. Wong Chi Ming Ming

Mr. Wang Xin

Registered Office:

Harneys Fiduciary (Cayman) Limited

4th Floor, Harbour Place,

103 South Church Street,

P.O. Box 10240,

Grand Cayman KY1-1002,

Cayman Islands

Principal Place of Business in Hong Kong:

Unit 1, 28/F

Singga Commercial Centre 144-151

Connaught Road West

Hong Kong

12 July 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 20 June 2024 in relation to the Proposed Change of Company Name.

The purpose of this circular is to provide you with, among other things, (i) further information on the Proposed Change of Company Name; and (ii) the notice of the EGM at which a special resolution will be proposed to approve the Proposed Change of Company Name.

LETTER FROM THE BOARD

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM to approve the Proposed Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of the Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of the special resolution approving the same passed at the EGM. Thereafter, the Company will comply with the necessary filing procedures in Hong Kong.

Reasons for the Proposed Change of Company Name

On 30 April 2020, the Group completed the acquisition of 77.78% interest of AXF Gold Ridge Pty Limited, which owns 90% interest of a gold mine located in the Solomon Islands (“**Gold Ridge Mine**”). The Group developed the gold mine (Gold Ridge Mine) which has been in trial production since November 2022. Gold Ridge Mine produces gold doré and gold concentrate. Flotation concentrate production has been steadily ramping up during this trial production phase. Plant modification and upgrade continued to increase processing capacity and improve metallurgical recovery. Installation of additional crushing, grinding and Knelson gravity circuits is expected to complete by October 2024. Construction of the tailings dry stack facility is progressing well, with the first phase completed and operational in 2023, and the second phase expected to be completed in 2024.

For the year ended 31 December 2023, sale of gold doré and gold concentrate have already accounted for more than 50% of the Group’s revenue and gross profit. As the exploration programs continue to progress and production process continue to improve at the Gold Ridge Mine, the Group expects gold mining and processing will become the major revenue and profit contributor of the Group in the near future.

In light of the above, the Board considers the Proposed Change of Company Name better reflects the strategy and future development of the Group. The Board believes that the proposed new name of the Company is more consistent with the Group’s future business development, and can provide the Group with appropriate corporate identity and image.

LETTER FROM THE BOARD

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be effective and as documents of title to the Shares and will remain valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for the free exchange of the existing Share certificates for new Share certificates bearing the new name of the Company. Upon the Proposed Change of Company Name becoming effective, any new Share certificates will be issued under the new name of the Company.

The Company will make further announcement(s) on the Proposed Change of the Company Name, the effective dates of the Proposed Change of Company Name, the new stock short name of the Company under which the Shares will be traded on the Stock Exchange and the address of the new website of the Company as and when appropriate.

EGM

A notice convening the EGM to be held at 2/F., 35-45B Bonham Stand, Sheung Wan, Hong Kong on Tuesday, 6 August 2024 at 10:00 a.m., is set out on pages EGM-1 to EGM-2 of this circular for the purpose of considering and, if thought fit, passing the special resolution approving the Proposed Change of Company Name.

A form of proxy for use at the EGM (or any adjournment thereof) is enclosed with this circular. Whether or not you are able to attend the EGM (or any adjournment thereof), you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar and transfer office, Trior Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event, no later than 48 hours before the time fixed for holding the EGM (or any adjournment thereof). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you so desire.

Pursuant to rule 13.39(4) of the Listing Rules, the special resolution to be proposed at the EGM to approve the Proposed Change of Company Name will be voted by way of poll by the Shareholders. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, none of the Shareholders has a material interest in the Proposed Change of Company Name and no Shareholders will be required to abstain from voting on the resolution to be proposed at the EGM.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 1 August 2024 to Tuesday, 6 August 2024 (both dates inclusive) for determining the identity of the Shareholders who are entitled to attend and vote at the EGM. No transfer of Shares will be registered during this period. Shareholders whose name appears on the register of members of the Company on Tuesday, 6 August 2024 shall be entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, unregistered holders of the Shares should ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong for registration no later than 4:30 p.m. on Wednesday, 31 July 2024.

RECOMMENDATION

The Board believes that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favor of the resolution as set out in the notice of the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Wanguo International Mining Group Limited (the “**Company**”) will be convened and held at 2/F., 35-45B Bonham Strand, Sheung Wan, Hong Kong on Tuesday, 6 August 2024 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions of the Company:

SPECIAL RESOLUTION

“**THAT** the English name of the Company be changed from “Wanguo International Mining Group Limited” to “Wanguo Gold Group Limited”, and the Chinese name of “萬國黃金集團有限公司” be adopted as the dual foreign name of the Company to replace its existing Chinese name of “萬國國際礦業集團有限公司” (the “**Proposed Change of Company Name**”) with effect from the date of this special resolution, and that any one or more of the directors or the secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they may consider necessary, desirable or expedient for the purpose of or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board

Wanguo International Mining Group Limited

Gao Mingqing

Chairman

Hong Kong, 12 July 2024

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. For the purpose of determining the identity of the shareholders of the Company entitled to attend and vote at the meeting, the register of members of the Company will be closed from Thursday, 1 August 2024 to Tuesday, 6 August 2024 both dates inclusive, during which period no transfer of Shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong for registration not later than 4:30 p.m. on Wednesday, 31 July 2024.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting (i.e. not later than 10:00 a.m. on Sunday, 4 August 2024).
5. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.
6. If a tropical cyclone warning signal no. 8 or above or a black rainstorm warning is in force at or after 8 a.m. on the date of the meeting, the meeting will be postponed or adjourned to such date, time and place as the Board may decide and announce by issuing further announcement.

As at the date of this notice, the Board comprises Mr. Gao Mingqing (Chairman), Mr. Liu Zhichun, Mr. Wang Renxiang and Ms. Wang Nan as executive Directors; and Mr. Tsang Wai Hung, Mr. Wong Chi Ming Ming and Mr. Wang Xin as independent non-executive Directors.