



Wanguo Gold Group Limited

萬國黃金集團有限公司

(formerly known as Wanguo International Mining Group Limited)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3939)

Form of Proxy for use at the Extraordinary General Meeting to be held on Friday, 4 October 2024

I/We ^(Note 1) _____ (name)
of _____ (address)
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10 each
(the “Shares”) in the capital of Wanguo Gold Group Limited (formerly known as Wanguo International Mining Group Limited) (the
“Company”), hereby appoint ^(Note 3) _____ (name)
of _____ (address)
as my/our proxy to attend, or failing him, the chairman of the meeting to act as my/our proxy at the extraordinary general meeting (or
at any adjournment thereof) of the Company to be held at 1601-03, 16/F, YF Life Centre, 38 Gloucester Rd, Wan Chai, Hong Kong on
Friday, 4 October 2024 at 10:00 a.m. (the “Extraordinary General Meeting”) for the purposes of considering and, if thought fit,
passing the resolutions as set out in the notice convening the Extraordinary General Meeting and at the Extraordinary General Meeting
(and any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below ^(Note 4).

	Ordinary Resolution	For	Against
1.	To approve, confirm and ratify the Acquisition pursuant to the Sale and Purchase Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Consideration Shares by the Company under the Specific Mandate to settle the consideration for the Acquisition), and the grant of authorisation to the Board or a committee thereof in connection therewith.*		

Dated this _____ day of _____ 2024

Signature ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- Please insert the name and address of the proxy. If no name is inserted, the chairman of the meeting will act as your proxy. A shareholder may appoint one or more proxies to attend the meeting and vote for him/her. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy needs not be the Company's shareholder, but must attend the meeting (or any adjournment thereof) to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW MARKED “AGAINST”.** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote(s) in respect of that resolution at his/her discretion or to abstain from voting. Your proxy will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- Every shareholder of the Company present in person or by proxy or, being a corporation, is present by its duly authorised representative, shall have one vote for every fully paid share of which he is the holder.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at 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 not less than 48 hours before the time fixed for holding the Extraordinary General Meeting or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting or any adjournment thereof if you so wish. If you attend and vote at the Extraordinary General Meeting, the authority of your proxy will be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your supply of Personal Data to the Company is on a voluntary basis. Upon the failure to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be made in writing to the Personal Data Privacy Officer of Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong.

* The full text of the resolution is set out in the Notice of Extraordinary General Meeting.