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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 Gold 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 Gold Group Limited**

**萬國黃金集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3939)**

## **PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Unless the context otherwise requires, capitalised 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 3 to 6 of this circular.

A notice convening the EGM of the Company to be held at 1601-03, 16/F., YF Life Centre, 38 Gloucester Road, Wanchai, Hong Kong on Monday, 28 October 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 26 October 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.

4 October 2024

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## DEFINITIONS

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

“11 September Circular”	the circular of the Company dated 11 September 2024 in relation to, among others, the acquisition by the Company for 20.22% of the shares in AXF Gold Ridge Pty Ltd. by issuance of 90,227,200 Shares as consideration shares to Golden Crane Holdings Limited and Prominence Investment Holding Company Limited as vendors
“Board”	the board of Directors of the Company
“Company”	Wanguo Gold Group Limited (萬國黃金集團有限公司), (formerly known as Wanguo International Mining Group Limited (萬國國際礦業集團有限公司)), a company incorporated under the laws of the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for approving the Increase in Authorised Share Capital
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Increase in Authorised Share Capital”	the proposed increase in authorised share capital of the Company from HK\$100,000,000 divided into 1,000,000,000 Shares to HK\$1,000,000,000 divided into 10,000,000,000 Shares by creating an additional 9,000,000,000 unissued Shares
“Latest Practicable Date”	30 September 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“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
“Subscription under General Mandate”	the proposed subscription of 165,600,000 new Shares at the price of HK\$8.33 per Share by Gold Mountains (H.K.) International Mining Company Limited, as subscriber pursuant to the terms of the subscription agreement dated 22 September 2024 entered into between the Company and the Subscriber in relation to the Subscription, details of which are set out in the announcement of the Company dated 22 September 2024

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**LETTER FROM THE BOARD**

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**Wanguo Gold Group Limited**  
**萬國黃金集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 3939)**

*Executive Directors:*

Mr. Gao Mingqing (*Chairman*)  
Mr. Li Feilong  
Mr. Liu Zhichun  
Mr. Wang Renxiang  
Ms. Wang Nan

*Registered office:*

Harneys Fiduciary (Cayman) Limited  
4th Floor, Harbour Place,  
103 South Church Street,  
P.O. Box 10240,  
Grand Cayman KY1-1002,  
Cayman Islands

*Independent Non-executive Directors:*

Mr. Tsang Wai Hung  
Mr. Wong Chi Ming Ming  
Mr. Wang Xin

*Principal Place of Business  
in Hong Kong:*

Unit 1, 28/F  
Singa Commercial Centre  
144-151 Connaught Road West  
Hong Kong

4 October 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 26 September 2024 in relation to the proposed Increase in Authorised Share Capital.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with, among other things, (i) further information on the Increase in Authorised Share Capital; and (ii) the notice of the EGM at which an ordinary resolution will be proposed to approve the Increase in Authorised Share Capital.

### **Increase in Authorised Share Capital**

As of the Latest Practicable Date, the existing authorised share capital of the Company is HK\$100,000,000 divided into 1,000,000,000 Shares of par value of HK\$0.10 each, of which 828,000,000 Shares are in issue and 172,000,000 Shares are authorised but unissued.

To provide the Company with a greater flexibility for future investments and fundraising, the Board proposed to increase the authorised share capital of the Company to HK\$1,000,000,000 divided into 10,000,000,000 Shares by creating an additional 9,000,000,000 unissued Shares (the **“Increase in Authorised Share Capital”**) (ranking pari passu with the existing Shares in all respects upon issue).

Reference is also made to the circular of the Company dated 11 September 2024 (the **“11 September Circular”**) in relation to, among others, the acquisition by the Company for 20.22% of the shares in AXF Gold Ridge Pty Ltd. by issuance of 90,227,200 Shares as consideration shares to Golden Crane Holdings Limited and Prominence Investment Holding Company Limited as vendors. An extraordinary general meeting for the purpose of approving the above transaction will be held on 4 October 2024.

Immediately before the completion of the Increase of Authorised Share Capital and assuming that apart from the issuance of 90,227,200 Shares as consideration shares pursuant to the Specific Mandate (as defined in the 11 September Circular) there will be no change in the total number of issued Shares from the Latest Practicable Date up to the date of the EGM, the Company will have 918,227,200 Shares in issue, and 81,772,800 Shares that are authorised but unissued. Based on the above, immediately after the completion of the Increase of Authorised Share Capital, there will be no change to the number of Shares in issue, while the number of unissued Shares will be increased to 9,081,772,800 Share.

The new Shares authorised to be allotted and issued by the Company shall rank pari passu with the existing Shares upon issue. The proposed Increase in Authorised Share Capital is subject to the approval by the Shareholders by way of an ordinary resolution at the EGM.

As at the Latest Practicable Date, save for (i) the issuance of consideration shares as disclosed in the 11 September Circular and (ii) the Subscription under General Mandate, the Company does not have any other present intention to issue Shares from any part of the Increase in Authorised Share Capital and may or may not further issue Shares in the future depending on market conditions and the financial needs of the Company.

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## LETTER FROM THE BOARD

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The Board believes the Increase in Authorised Share Capital is in the interests of the Company and the Shareholders as a whole.

### EGM

A notice convening the EGM to be held at 1601-03, 16/F., YF Life Centre, 38 Gloucester Road, Wanchai, Hong Kong on Monday, 28 October 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 ordinary resolution approving the Increase in Authorised Share Capital.

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, Tricor Investor Services Limited 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 ordinary resolution to be proposed at the EGM to approve the Increase in Authorised Share Capital 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 Increase in Authorised Share Capital and no Shareholders will be required to abstain from voting on the resolution to be proposed at the EGM.

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 23 October 2024 to Monday, 28 October 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 Monday, 28 October 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 Tuesday, 22 October 2024.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board believes that the Increase in Authorised Share Capital 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 Gold Group Limited**  
**Gao Mingqing**  
*Chairman*



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Wanguo Gold Group Limited 萬國黃金集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 3939)**

#### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Wanguo Gold Group Limited (the “Company”) will be convened and held at 1601-03, 16/F., YF Life Centre, 38 Gloucester Road, Wanchai, Hong Kong on Monday, 28 October 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:

#### ORDINARY RESOLUTION

“**THAT** (a) the authorised share capital of the Company be increased from HK\$100,000,000 divided into 1,000,000,000 shares of HK\$0.10 each to HK\$1,000,000,000 divided into 10,000,000,000 shares of HK\$0.10 each by creating an additional 9,000,000,000 unissued shares of HK\$0.10 each (the “**Increase in Authorised Share Capital**”), and each such new share, upon issue and fully paid, shall rank pari passu in all respects with the existing issued shares and have the rights and privileges and be subject to the provisions contained in the memorandum of association and articles of association of the Company; and (b) any director, secretary, assistant secretary and registered office provider of the Company be and is hereby authorised to do all such acts and things and execute all such documents as may be necessary, desirable or expedient for the purpose of, or in connection with the implementation of or giving effect to the Increase in Authorised Share Capital, including without limitation to make any relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

By order of the Board  
**Wanguo Gold Group Limited**  
**Gao Mingqing**  
*Chairman*

Hong Kong, 4 October 2024

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*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 Wednesday, 23 October 2024 to Monday, 28 October 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 Tuesday, 22 October 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 authorised 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 authorised, 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 26 October 2024).
5. Pursuant to Rule 13.39(4) of the Listing Rules, voting for the resolution 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. Li Feilong, 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.*