

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**COMPLETION OF ACQUISITION OF 20.22% INTEREST IN
THE TARGET COMPANY
AND
ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC
MANDATE**

References are made to (i) the announcement of Wanguo Gold Group Limited (the “**Company**”) dated 9 August 2024 in relation to acquisition of 20.22% interest in AXF Gold Ridge Pty Limited and issue of Consideration Shares under specific mandate (“**Announcement**”), (ii) the circular dated 11 September 2024 in relation to, among other things, the issue of Consideration Shares under specific mandate (“**Circular**”), and (iii) the announcement of the Company dated 4 October 2024 in relation to the poll results of the EGM. Unless otherwise stated, terms used herein shall have the same meanings as defined in the Announcement and Circular (as the case may be).

The Board is pleased to announce that all conditions precedent of the Acquisition and the issue of Consideration Shares under specific mandate have been satisfied, and the Completion took place on 9 October 2024. Pursuant to the terms and conditions of the Sales and Purchase Agreement, 72,154,986 Consideration Shares and 18,072,214 Consideration Shares, representing approximately 7.86% and 1.97% of the issued share capital of the Company as enlarged by the allotment and issuance of the Consideration Shares, have been allotted and issued to Golden Crane and Prominence Investment respectively under the Specific Mandate at the price of HK\$8.12 per Consideration Share.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, the shareholding structure of the Company immediately before and after the allotment and issuance of the Consideration Shares is as follows:

Name of the Shareholders	Immediately before allotment and issuance of the Consideration Shares		Immediately after allotment and issuance of the Consideration Shares	
	Number of Shares	Approx. %	Number of Shares	Approx. %
Golden Crane	-	-	72,154,986	7.86
Prominence Investment	-	-	18,072,214	1.97
Victor Soar Investments Limited ⁽¹⁾	281,400,000	33.99	281,400,000	30.65
Achieve Ample Investments Limited ⁽²⁾	138,600,000	16.74	138,600,000	15.09
Shandong Humon Mining Development Limited ⁽³⁾	172,814,000	20.87	172,814,000	18.82
Public Shareholders	<u>235,186,000</u>	<u>28.40</u>	<u>235,186,000</u>	<u>25.61</u>
Total	<u>828,000,000</u>	<u>100.00</u>	<u>918,227,200</u>	<u>100.00</u>

Notes:

- Victor Soar Investments Limited is wholly-owned and controlled by Mr. Gao Mingqing. Mr. Gao Mingqing is the Chairman, Chief Executive Officer and an executive Director.*
- Achieve Ample Investments Limited is wholly-owned and controlled by Ms. Gao Jinzhu.*
- Shandong Humon Mining Development Limited is a wholly-owned subsidiary of Hong Kong Humon International Logistics Limited (香港恆邦國際物流有限公司), which in turn is wholly-owned by Shandong Humon Smelting Co., Ltd., a company listed on Shenzhen Stock Exchange with stock code: 002237.*

Shandong Humon Smelting Co., Ltd is owned as to 44.48% by Jiangxi Copper Company Limited, a company listed on both Shanghai Stock Exchange and Hong Kong Stock Exchange with stock code: 600362 and 358 respectively, which in turn is owned as to 43.72% by Jiangxi Copper Corporation Limited

By Order of the Board
Wanguo Gold Group Limited
Gao Mingqing
Chairman

Hong Kong, 9 October 2024

As at the date of this announcement, the Board comprises Mr. Gao Mingqing (Chairman), Mr. Li Feilong, Mr. Wang Renxiang, 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.