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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)**

### **RESIGNATION AND APPOINTMENT OF EXECUTIVE DIRECTORS**

#### **(1) RESIGNATION OF EXECUTIVE DIRECTORS**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Wanguo Gold Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announce that with effect from 21 November 2024:

1. Ms. Wang Nan (“**Ms. Wang**”) has resigned as an executive Director due to her intention to concentrate on acting corporate legal adviser for our Australia and Solomon Islands operations.
2. Mr. Li Feilong (“**Mr. Li**”) has resigned as an executive Director due to his intention to concentrate on other business engagements.

Each of Ms. Wang and Mr. Li has confirmed to the Company that she/he has no disagreement with the Board and that she/he is not aware of any matter relating to her/his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its gratitude to Ms. Wang and Mr. Li for their services and valuable contributions to the Company during their tenure of office with the Company.

## (2) APPOINTMENT OF EXECUTIVE DIRECTOR

The Board is pleased to announce that with effect from 21 November 2024, Ms. Gao Jinzhu (“**Ms. Gao**”) has been appointed as an executive Director.

The biographical details of Ms. Gao is set out as follows:

### **Ms. Gao Jinzhu (高金珠)**

Ms. GAO Jinzhu (高金珠), aged 65, was an executive Director from May 2011 to September 2021. She has been the deputy general manager and director of Jiangxi Province Yifeng Wanguo Mining Company Limited (“**Yifeng Wanguo**”) and a director of Gold Ridge Mining Limited (“**GRML**”) since January 2004 and August 2020. Ms. Gao has approximately 24 years of experience in the mining industry. She is primarily responsible for the human resources management of our Group. Ms. Gao completed the Business Administration Advance Research Program of the School of Continuing Education, Tsinghua University in July 2009. Ms. Gao is also a director of Achieve Ample Investments Limited, a substantial shareholder of the Company.

The Company has entered into a service agreement with Ms. Gao for an initial term of three (3) years commencing from 21 November 2024, which is subject to automatic renewal for a subsequent term of three (3) years, unless terminated by at least one month’s written notice served by either party. Pursuant to article 86(3) of the articles of association of the Company (the “**Articles**”), Ms. Gao will hold office until the next following annual general meeting of the Company, subject to re-election thereat. Thereafter, Ms. Gao’s tenure as an executive Director will be subject to retirement by rotation and re-election in accordance with the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the Articles. Pursuant to the service agreement, Ms. Gao is entitled to an annual fee of HKD60,000 plus salaries packages offered for other posts in subsidiaries, which is determined by the Board with reference to Ms. Gao’s experience, duties, responsibilities and the Company’s remuneration policy.

Saved as disclosed above, Ms. Gao has not held any directorship in any other public companies the securities of which are listed in Hong Kong or overseas in the last three years nor did and does she hold any other positions in the Group in the past and at present.

Ms. Gao is the mother of Mr. Wang Renxiang, an executive Director. As at the date of this announcement, Ms. Gao effectively owns 12.98% of issued shares capital of the Company and is a substantial shareholder of the Company as of the date of this announcement. Save as disclosed above, she does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Ms. Gao does not have or is not deemed to have any interest in the shares or underlying shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”).

Saved as disclosed above, the Board is not aware of any other matters in relation to the appointment of Ms. Gao that need to be brought to the attention of the shareholders of the Company nor is there any other information that is required to be disclosed by the Company pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Board would like to take this opportunity to express its warmest welcome to Ms. Gao for joining the Board.

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

Hong Kong, 21 November 2024

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