

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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, a 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, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale 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 GRANT OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Wanguo International Mining Group Limited to be held at Best Western Hotel Harbour View (Meeting Room II 3/F), 239 Queen's Road West, Hong Kong on Friday, 22 May 2015 at 10:00 a.m. is set out on pages 15 to 18 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.wgmine.com).

Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the meeting if they so wish.

30 March 2015

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Best Western Hotel Harbour View (Meeting Room II 3/F), 239 Queen’s Road West, Hong Kong on Friday, 22 May 2015 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 18 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“Company”	Wanguo International Mining Group Limited, 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
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKEx”	Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuing Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with new Shares as set out in the notice of the Annual General Meeting
“Latest Practicable Date”	25 March 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	10 July 2012, being the date on which the Shares first commenced dealing on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares as set out in the notice of the Annual General Meeting
“RMB”	Renminbi, the lawful currency of PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“Yifeng Wanguo”	Jiangxi Province Yifeng Wanguo Mining Company Limited (江西省宜豐萬國礦業有限公司), a company established in the PRC, a wholly-owned subsidiary of the Group
“%”	per cent

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, Chief Executive Officer*)
Ms. Gao Jinzhu
Mr. Xie Yaolin
Mr. Liu Zhichun

Non-executive Directors:

Mr. Li Kwok Ping
Mr. Lee Hung Yuen
Mr. Wen Baolin

Independent Non-executive Directors:

Dr. Lu Jian Zhong
Mr. Qi Yang
Mr. Shen Peng
Mr. Li Hongchang

Registered office:

3rd Floor, Queensgate House
113 South Church Street
P.O. Box 10240
Grand Cayman, KY1-1002
Cayman Islands

*Headquarter and principal place
of business in the PRC:*

Xinzhuang Township
Yifeng County
Jiangxi Province
PRC

*Principal place of business
in Hong Kong:*

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

30 March 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the resolutions to be proposed, and if thought fit, to be approved at the Annual General Meeting in respect of (i) the granting of the Issuing Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the extension of the Issuing Mandate by adding to it

LETTER FROM THE BOARD

the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of the retiring Directors at the Annual General Meeting, and to seek your approval of the relevant ordinary resolutions relating to these matters at the Annual General Meeting.

2. PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by the Shareholders during the last annual general meeting held on 29 April 2014. Unless otherwise renewed, such mandates will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to allot, issue and deal with Shares of an aggregate nominal amount of up to 20% of the aggregate nominal amount of Shares in the issued share capital of the Company as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares up to approximately HK\$12,000,000 (equivalent to 120,000,000 Shares) on the basis that the Shares in the issued share capital of the Company remains unchanged on the date of the Annual General Meeting);
- (b) to purchase Shares on the Stock Exchange of an aggregate nominal amount of up to 10% of the aggregate nominal amount of Shares in the issued share capital of the Company on the date of passing of such resolution (i.e. an aggregate nominal amount of Shares up to approximately HK\$6,000,000 (equivalent to 60,000,000 Shares) on the basis that the Shares in the issued share capital of the Company remains unchanged on the date of the Annual General Meeting); and
- (c) to extend the Issuing Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

Subject to the passing of the relevant resolutions, the Issuing Mandate and the Repurchase Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in ordinary resolutions nos. 5 and 6 set out in the notice of the Annual General Meeting. As at the Latest Practicable Date, the issued share capital of the Company comprised 600,000,000 Shares. On the basis that no Shares are issued or repurchased after the Latest Practicable Date, the Directors would be authorised under the Issuing Mandate to issue a maximum of 120,000,000 Shares. With reference to the Issuing Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue or repurchase any Shares pursuant thereto.

LETTER FROM THE BOARD

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of eleven Directors, four executive Directors, viz, Mr. Gao Mingqing, Ms. Gao Jinzhu, Mr. Xie Yaolin and Mr. Liu Zhichun; three non-executive Directors, viz, Mr. Li Kwok Ping, Mr. Lee Hung Yuen and Mr. Wen Baolin; and four independent non-executive Directors, viz, Dr. Lu Jian Zhong, Mr. Qi Yang, Mr. Shen Peng and Mr. Li Hongchang.

In accordance with Articles 87 of the Articles of Association, Mr. Liu Zhichun, Mr. Wen Baolin, Mr. Shen Peng and Mr. Li Hongchang shall retire from office at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Biographical details of the retiring Directors are set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 18 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, *inter alia*, the granting of the general mandates to issue and repurchase Shares and the extension of the Issuing Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate and the re-election of retiring Directors.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of HKEx (www.hkexnews.hk) and the Company (www.wgmine.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

LETTER FROM THE BOARD

5. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

6. VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Article 66 of the Articles of Association and the Listing Rules, at any general meeting a resolution put to the vote of the meeting is to be decided by way of a poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

After the conclusion of the Annual General Meeting, the results thereof will be published on the websites of HKEx (www.hkexnews.hk) and the Company (www.wgmine.com) in accordance with Rule 13.39(5) of the Listing Rules.

7. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, the granting of the Repurchase Mandate and the granting/extension of the Issuing Mandate are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Details of Retiring Directors proposed to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully,
By order of the Board
Gao Mingqing
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 600,000,000 fully paid Shares.

Subject to the passing of the resolution for the approval of the Repurchase Mandate at the Annual General Meeting and on the basis that no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 60,000,000 fully paid Shares, representing 10% of the expected issued share capital of the Company as at the date of passing of the relevant resolution.

2. REASONS FOR THE REPURCHASE

The Directors believe that the granting of the Repurchase Mandate to seek a general authority from the Shareholders to enable the Company to repurchase its own Shares on the Stock Exchange is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the applicable laws and regulations of the Cayman Islands, the memorandum and articles of association of the Company.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with the working capital and gearing position of the Company as at 31 December 2014, being the date of the latest published audited consolidated financial statements of the Company. The Directors do not, however, intend to make any repurchase to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 26 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, may be treated, as a result of the repurchase of Shares by the Company, as having obtained or consolidated control

of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, according to the register of interests kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following entities/persons were directly or indirectly interested in 5% or more of the issued Shares:

Name of Shareholders	Number of Shares in which interested	Capacity in which Shares are held	Approximate percentage of existing shareholding
Victor Soar Investments Limited	301,500,000	Beneficial owner	50.25%
Mr. Gao Mingqing ⁽¹⁾	301,500,000	Interest in controlled corporation	50.25%
Ms. Lin Yinyin ⁽²⁾	301,500,000	Interest of spouse	50.25%
Achieve Ample Investments Limited	148,500,000	Beneficial owner	24.75%
Ms. Gao Jinzhu ⁽³⁾	148,500,000	Interest in controlled corporation	24.75%
Mr. Wang Weimian ⁽⁴⁾	148,500,000	Interest of spouse	24.75%

Note:

1. Victor Soar Investments Limited is wholly owned and controlled by Mr. Gao Mingqing.
2. Ms. Lin Yinyin is the wife of Mr. Gao Mingqing and is deemed to be interested in the 301,500,000 shares of the Company held by Victor Soar Investments Limited, a company controlled by Mr. Gao Mingqing.
3. Achieve Ample Investments limited is wholly owned and controlled by Ms. Gao Jinzhu.
4. Mr. Wang Weimian is the husband of Ms. Gao Jinzhu and is deemed to be interested in the 148,500,000 shares of the Company held by Achieve Ample Investments Limited, a company controlled by Ms. Gao Jinzhu.

As at the Latest Practicable Date, to the best knowledge and belief of the Company, Mr. Gao Mingqing is beneficially interested in an aggregate of approximately 50.25% of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full, the shareholding in the Company held by him would be increased to approximately 55.83% of the issued share capital of the Company. Such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers code.

The Directors will use their best endeavours to ensure that the Repurchase Mandate will not be exercised to such an extent that, as a result of such repurchase, the number of Shares held by the public would fall below 25% of the total number of Shares in issue. The Directors do not have any present intention (i) to repurchase Shares to an extent which will result in the amount of Shares held by public being reduced to less than 25% and (ii) to trigger any event under the Takeovers Code.

5. UNDERTAKING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, nor have they undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the laws of the Cayman Islands and the memorandum and articles of association of the Company.

6. SHARE PRICES

Set out below shows the highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
March	3.95	3.52
April	3.81	3.54
May	3.64	3.34
June	3.47	2.98
July	3.17	2.54
August	2.85	2.53
September	2.76	2.53
October	2.77	2.24
November	2.65	2.34
December	2.55	2.12
2015		
January	2.53	2.19
February	2.40	2.24
March (up to the Latest Practicable Date)	2.34	2.12

7. REPURCHASE OF SHARES MADE BY THE COMPANY

The Company has not purchased any Shares (whether on the Stock Exchange or otherwise) during the year and up to the Latest Practicable Date.

Pursuant to the Listing Rules, the details of the Directors who will retire at the Annual General Meeting according to the Articles of Association and will be proposed to be re-elected at the Annual General Meeting are provided below:

Mr. LIU Zhichun (劉志純), aged 47, an executive Director

Experience

Mr. Liu is an executive Director and a member of the Remuneration Committee of the Company. He has been the deputy general manager of Yifeng Wanguo since he joined our Group in January 2008. Mr. Liu was appointed as an executive Director on 12 June 2012. He is primarily responsible for the marketing and sale of our products. Mr. Liu has approximately 16 years of experience in general marketing and sales of mining products. Prior to joining us in 2008, Mr. Liu worked in Hunan Province Chejiang Copper Mine (湖南省車江銅礦) from 1991 to 1997 where he last served as the deputy manager of the business department. Mr. Liu received a bachelor's degree in history from the Hunan Science and Technology University (湖南科技大學), previously known as the Xiangtan Normal University (湘潭師範學院), in June 1991. Save as disclosed above, he does not hold other position in the Group nor does he hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years.

Length of service and emoluments

Mr. Liu has entered into a service contract with the Company for a fixed term of three years commencing on the Listing Date. He is subject to retirement by rotation and re-election at the annual general meeting in accordance to the Articles of Association. His annual remuneration is fixed at a rate of RMB350,000 and he will be eligible to receive a performance related discretionary bonus which is based on the Company's remuneration policy, his duties and level of responsibilities and the results of the Group.

Relationships

Save as disclosed above, Mr. Liu does not have any relationship with any other Director, senior management, or substantial or controlling Shareholders (as defined in the Listing Rules).

Interest in Shares

As at the Latest Practicable Date, Mr. Liu does not have any interest in the securities of the Company pursuant to Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

Saved as disclosed above, there are no other matters concerning Mr. Liu that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Liu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. WEN Baolin (文保林), aged 55, a non-executive Director*Experience*

Mr. Wen was appointed as our non-executive Director on 12 June 2012 and has served as our technical adviser of Yifeng Wanguo on a part-time basis since December 2007. He is primarily responsible for advising on the development and design of our mine as well as operational management in respect of technical area. Mr. Wen has approximately 32 years of experience in the mining industry, especially in the area of development and design of mines. Prior to joining our Group, Mr. Wen worked for Hunan Shuikoushan Non-Ferrous Metal Group Limited (湖南水口山有色金屬集團公司), previously known as Hunan Shuikou Mining Bureau (湖南水口山礦務局), from 1982 to 2005 where he last served as the manager for material sourcing of a branch company in Hunan Shuikoushan Non-Ferrous Metal Group Limited. He was recognized as a senior engineer in non-ferrous mine processing by Human Resources Office of Hunan Province (湖南省人事廳) in 1993. Mr. Wen received a bachelor's degree in mine processing from the Central South University (中南大學), previously known as the Central South Mining College (中南礦冶學院), in July 1982. Save as disclosed above, he does not hold other position in the Group nor does he hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years.

Length of service and emoluments

Mr. Wen has entered into a service contract with the Company for a fixed term of three years commencing on the Listing Date. He is subject to retirement by rotation and re-election at the annual general meeting in accordance to the Articles of Association. His annual remuneration is fixed at a rate of RMB240,000 and he will be eligible to receive a performance related discretionary bonus which is based on the Company's remuneration policy, his duties and level of responsibilities and the results of the Group.

Relationships

Save as disclosed above, Mr. Wen does not have any relationship with any other Director, senior management, or substantial or controlling Shareholders (as defined in the Listing Rules).

Interest in Shares

As at the Latest Practicable Date, Mr. Wen has no interests in the Shares within the meaning of Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

Saved as disclosed above, there are no other matters concerning Mr. Wen that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Wen that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. SHEN Peng (沈鵬), aged 39, an independent non-executive Director*Experience*

Mr. Shen is our independent non-executive Director and the chairman each of the Audit Committee and Nomination Committee of the Company. He has more than 16 years of experience in finance and mining industry in China and Australia. Mr. Shen currently serves as the Director of Carabella Resources Limited, whose shares were listed on the Australian Stock Exchange (Stock Code: CLR) and delisted on 19 February 2014. Prior to joining Carabella Resources Limited, he was the chief financial officer of Yancoal Australia Limited, whose shares are listed on the Australian Securities Exchange (Stock Code: YAL) from 2010 to 2013. Mr. Shen served the Shenhua Group Corporation Limited (神華集團有限責任公司), the parent company of China Shenhua Energy Company Limited (中國神華能源股份有限公司) (“**China Shenhua**”) whose shares are dually listed on the Stock Exchange (Stock Code: 01088) and the Shanghai Stock Exchange (Stock Code: 601088), from 2004 to 2010 where he participated in the preparation for the listing of China Shenhua and held various positions in respect of financial management and analysis, investor relations and business restructuring. Mr. Shen worked in Deloitte Touche Tohmatsu CPA Ltd. Beijing Branch from 1998 to 2001. He graduated from the Central University of Finance and Economics (中央財經大學) with a bachelor’s degree in economics in July 1998 and the University of Melbourne with a master’s degree in applied finance in December 2003. Save as disclosed above, he does not hold other position in the Group nor does he hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years.

Length of service and emoluments

Mr. Shen has entered into a service contract with the Company for a fixed term of three years commencing on the Listing Date. He is subject to retirement by rotation and re-election at the annual general meeting in accordance to the Articles of Association. His annual remuneration is fixed at a rate of RMB200,000 and he will be eligible to receive a performance related discretionary bonus which is based on the Company’s remuneration policy, his duties and level of responsibilities and the results of the Group.

Relationships

Other than the relationship arising from his being an independent non-executive Director, Mr. Shen does not have any relationship with any other Director, senior management, or substantial or controlling Shareholders (as defined in the Listing Rules).

Interest in Shares

As at the Latest Practicable Date, Mr. Shen has no interests in the Shares within the meaning of Part XV of the SFO.

Mr. LI Hongchang (李洪昌), aged 67, an independent non-executive Director

Mr. Li is our independent non-executive Director and a member of the Audit Committee of the Company. Mr. Li has over 40 years of experience in the mining and mineral resources industry. He has been an executive vice president of Jiangxi Mining Council (江西省礦業聯合會) since September 2009. Prior to joining the Jiangxi Mining Council, Mr. Li held senior positions, such as inspector and deputy head, in the Department of Land and Resources of Jiangxi Province (江西省國土資源廳) from 2000 to 2008. From 1968 to 2000, Mr. Li worked at the Bureau of Geology and Mineral Exploration of Jiangxi Province (江西省地質礦產勘查開發局) where he last served as deputy head of bureau. Mr. Li graduated from Beijing Geological Management Institute (北京地質管理幹部學院) in 1987. Save as disclosed above, he does not hold other position in the Group nor does he hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years.

Length of service and emoluments

Mr. Li has entered into a service contract with the Company for a fixed term of three years commencing on the Listing Date. He is subject to retirement by rotation and re-election at the annual general meeting in accordance to the Articles of Association. His annual remuneration is fixed at a rate of RMB150,000 and he will be eligible to receive a performance related discretionary bonus which is based on the Company's remuneration policy, his duties and level of responsibilities and the results of the Group.

Relationships

Other than the relationship arising from his being an independent non-executive Director, Mr. Li does not have any relationship with any other Director, senior management, or substantial or controlling Shareholders (as defined in the Listing Rules).

Interest in Shares

As at the Latest Practicable Date, Mr. Li has no interests in the Shares within the meaning of Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

Saved as disclosed above, there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Li that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Wanguo International Mining Group Limited (the “Company”) will be held at Best Western Hotel Harbour View (Meeting Room II 3/F), 239 Queen’s Road West, Hong Kong on Friday, 22 May 2015 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “Directors”) and auditor for the year ended 31 December 2014;
2. To declare a final dividend of RMB2.67 cents per share for the year ended 31 December 2014;
3. To re-elect the Directors and to authorise the board of Directors (the “Board”) to fix the Directors’ remuneration;
4. To re-appoint the auditor and to authorise the Board to fix their remuneration;
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary shares of HK\$0.1 each in the capital of the Company (the “Shares”) (or securities convertible or exchangeable into Shares, or options, warrants or similar rights to subscribe for any shares), and/or to make or grant offers, agreements and/or options, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

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- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and/or options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of any options granted under the existing share option scheme of the Company or any other option scheme, or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company;
 - (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the memorandum and articles of association of the Company in force from time to time; or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

shall not exceed the aggregate of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws including, without limitation, laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

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“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors, to holders of Shares on the register of the Company on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange outside Hong Kong).”;

6. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the approval pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws (including, without limitations laws of the Cayman Islands) to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”;

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7. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions numbered 5 and 6 set out in this notice of annual general meeting, the authority granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to resolution numbered 5 above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the Directors pursuant to resolution numbered 5 an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 6 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution.”

For and on behalf of the Board
Gao Mingqing
Chairman

Hong Kong, 30 March 2015

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more Shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Friday, 29 May 2015 to Tuesday, 2 June 2015, both days inclusive, for the purpose of determining the identity of members who are entitled to receive the proposed final dividend for the year ended 31 December 2014. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 28 May 2015.
4. In relation to the ordinary resolutions numbered 5, 6 and 7 set out in the above notice, the Directors wish to state that they have no immediate plan to issue any new Shares or repurchase any existing Shares of the Company.