

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.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.



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)

ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE

This announcement is made by the Company pursuant to Rule 3.7 of the Takeovers Code.

Reference is made to the announcements of the Company dated 19 November 2018 and 19 December 2018 (the “**Announcements**”) in relation to the MOU entered into between the Selling Shareholders and the Potential Buyer in respect of the Possible Transaction. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

UPDATE ON THE PROGRESS OF THE POSSIBLE TRANSACTION

Pursuant to the MOU, the parties thereto intend to negotiate in good faith in order to procure that the Formal Agreements can be entered into within forty (40) days from the date of the MOU, being 24 December 2018, or such later date as may be agreed by the parties.

The Board wishes to inform Shareholders and potential investors of the Company that from the date of the MOU up to and including 24 December 2018, the negotiations between the parties to the MOU regarding the Possible Transaction are still in progress and no Formal Agreement has been entered into in relation to the Possible Transaction. As previously disclosed in the Announcements, the Potential Buyer is currently conducting due diligence on the assets, liabilities, businesses and operations of the Group.

Pursuant to the MOU, the Selling Shareholders agreed not to sign any transfer or cooperation agreement with other third parties from the date of the MOU up to 31 December 2018 (the “**Relevant Period**”).

The Board wishes to inform Shareholders and potential investors of the Company that the Relevant Period will expire on 31 December 2018. As at the date of this announcement, the parties to the MOU have no intention to enter into any agreement in relation to the extension of the Relevant Period. The parties to the MOU will continue the negotiations regarding the Possible Transaction despite the expiry of the Relevant Period.

MONTHLY ANNOUNCEMENTS

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of Possible Transaction will be made by the Company until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code.

As at the date of this announcement, neither the Company nor any of its subsidiaries has entered into any legally binding agreement(s) or contract(s) in respect of the Possible Transaction. There is no assurance that the Possible Transaction will materialise or eventually be consummated and the relevant discussions may or may not lead to a general offer under Rule 26.1 of Takeovers Code. The Possible Transaction may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
Wanguo International Mining Group Limited
Gao Mingqing
Chairman

Hong Kong, 27 December 2018

As at the date of this announcement, the Board comprises Mr. Gao Mingqing (Chairman), Ms. Gao Jinzhu, Mr. Xie Yaolin and Mr. Liu Zhichun as executive Directors; Mr. Li Kwok Ping, Mr. Lee Hung Yuen and Ms. Iu Ching as non-executive Directors; and Dr. Lu Jian Zhong, Mr. Qi Yang, Mr. Shen Peng and Mr. Xiong Zeke as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.