

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/4/2020

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | Wanguo International Mining Group Limited<br>(Incorporated in the Cayman Islands with limited liability) |  |  |  |  |
|----------------|--|--|--|--|--|
| Date Submitted | 5/5/2020   |  |  |  |  |

I. Movements in Authorised Share Capital

## 1. Ordinary Shares

| (1) Stock code : <u>3939</u> Descrip                                       | otion :                              | WANGUO                     | MINING  |
|--|--------------------------------------|----------------------------|---|
|  | No. of ordinary shares               | Par value<br><i>(HK\$)</i> | Authorised share<br>capital<br><i>(HK\$)</i>    |
| Balance at close of preceding month  | 1,000,000,000                        | 0.10                       | 100,000,000.00                                  |
| Increase/(decrease)  | NIL                                  |                            | NIL   |
| Balance at close of the month  | 1,000,000,000                        | 0.10                       | 100,000,000.00                                  |
|  |                                      |                            |   |
| (2) Stock code : <u>N/A</u> Descrip  | otion :                              | N/A                        | \   |
| (2) Stock code : <u>N/A</u> Descrip  | otion :<br>No. of ordinary<br>shares | Par value                  | Authorised share<br>capital<br>(State currency) |
| (2) Stock code : <u>N/A</u> Descrip<br>Balance at close of preceding month | No. of ordinary                      | Par value<br><i>(State</i> | Authorised share capital                        |
|  | No. of ordinary                      | Par value<br><i>(State</i> | Authorised share capital                        |

## 2. Preference Shares

| Stock code :       | de : <u>N/A</u> Description : |          | ion :                          | N/A                              | λ  |
|--------------------|-------------------------------|----------|--------------------------------|----------------------------------|--|
|                    |                               |          | No. of<br>preference<br>shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br><i>(State currency)</i> |
| Balance at close c | of precedir                   | ng month |                                |                                  |  |
| Increase/(decreas  | e)                            | _        |                                | -                                |  |
| Balance at close c | of the mon                    | ith _    |                                |                                  |  |

## 3. Other Classes of Shares

| Stock code : _     | <u>N/A</u> Description : |          | tion :                               | N/A                              | A  |
|--------------------|--------------------------|----------|--------------------------------------|----------------------------------|--|
|                    |                          |          | No. of other<br>classes of<br>shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br><i>(State currency)</i> |
| Balance at close o | of precedir              | ng month |                                      |                                  |  |
| Increase/(decreas  | e)                       | -        |                                      |                                  |  |
| Balance at close c | of the mon               | th _     |                                      |                                  |  |

Total authorised share capital at the end of the month (*HK*\$):

100,000,000.00

II. Movements in Issued Share Capital

|  | No. of ordinary shares |            | No of preference | No. of other      |  |
|--|------------------------|------------|------------------|-------------------|--|
|  | (1)                    | (2)        | shares           | classes of shares |  |
| Balance at close of preceding month      | 720,000,000            | <u>N/A</u> | N/A              | N/A               |  |
| Increase/ (decrease)<br>during the month | N/A                    | N/A        | N/A              | N/A               |  |
| Balance at close of the month            | 720,000,000            | N/A        | N/A              | N/A               |  |

III. Details of Movements in Issued Share Capital

| Share Options (und               | er Share Opt | ion Schemes o   | of the Issuer) |             |                    |   |
|----------------------------------|--------------|-----------------|----------------|-------------|--------------------|---|
| Particulars of share option      |              |                 |                |             |                    | No. of new shares of<br>issuer which may be |
| scheme                           |              |                 |                |             | the month pursuant | issued pursuant                             |
| including EGM                    | _            |                 |                |             | thereto            | thereto as at close of                      |
| approval date                    | Ν            | Novement durir  | ng the month   |             | _                  | the month                                   |
| (dd/mm/yyyy) and class of shares |              |                 |                |             |                    |   |
| issuable                         | Granted      | Exercised       | Cancelled      | Lapsed      |                    |   |
| 1. Share Option                  | Chantoa      | Exclosed        | Cancollou      | Lapooa      |                    |   |
| Scheme                           |              |                 |                |             |                    |   |
| adopted on                       |              |                 |                |             |                    |   |
| 12 June 2012                     |              |                 |                |             |                    | No share option                             |
|                                  |              |                 |                |             |                    | has been granted                            |
| shares                           | Nil          | Nil             | Nil            | Nil         | Nil                | since adoption                              |
| (Note 1)                         |              |                 |                |             |                    |   |
| 2.                               |              |                 |                |             |                    |   |
| <u>Z.</u>                        |              |                 |                |             |                    |   |
|                                  |              |                 |                |             |                    |   |
| <u> </u>                         |              |                 |                |             |                    |   |
| ( / / )                          |              |                 |                |             |                    |   |
| shares                           |              |                 |                |             |                    |   |
| (Note 1)                         |              |                 |                |             |                    |   |
| 2                                |              |                 |                |             |                    |   |
| 3.                               |              |                 |                |             |                    |   |
|                                  |              |                 |                |             |                    |   |
|                                  |              |                 |                |             |                    |   |
|                                  |              |                 |                |             |                    |   |
| shares                           |              |                 |                |             |                    |   |
| (Note 1)                         |              |                 |                |             |                    |   |
|                                  |              | То              | tal A. (Ordina | ary shares) | NIL                |   |
|                                  |              |                 | (Preferen      | ce shares)  | N/A                |   |
|                                  |              |                 | (0             | ther class) | N/A                |   |
| Total funds raised d             | uring the mo | nth from exerci | se             |             |                    |   |
| of options (State cu             | rrency)      |                 |                | N/A         |                    |   |
| -                                |              |                 |                |             |                    |   |

| Warrants to Issue Shares of the                            | Issuer which                    | are to be Listed                                   |                                  |   |   |   |
|--|---------------------------------|--|----------------------------------|---|---|---|
| Description of warrants<br>(Date of expiry - dd/mm/yyyy)   | Currency<br>of nominal<br>value | Nominal value<br>at close of<br>preceding<br>month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month   | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
| <u>1.</u>  |                                 |  |                                  |   |   |   |
|  | N/A                             | N/A  | N/A                              | N/A   | N/A   | N/A   |
| Class of shares<br>issuable (Note 1)                       |                                 | <u> </u>   |                                  | <u> </u>                                    |   |   |
| EGM approval date (if applicable)                          | ( / /                           |  |                                  |   |   |   |
| <u>2.</u>  |                                 | ,  |                                  |   |   |   |
|  | <u>.</u>                        |  |                                  |   |   |   |
| Subscription price   |                                 |  |                                  |   |   |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)<br>3. | ( / /                           | )  |                                  |   |   |   |
|  |                                 |  |                                  |   |   |   |
| Subscription price   |                                 |  |                                  |   |   |   |
| EGM approval date<br>(if applicable)                       |                                 |  |                                  |   |   |   |
|  | ( / /                           | )  |                                  |   |   |   |
| <u>4.</u>  |                                 |  |                                  |   |   |   |
| ( / / )  |                                 |  |                                  |   |   |   |
| Stock code (if listed)                                     |                                 |  |                                  |   |   |   |
| Class of shares  |                                 |  |                                  |   |   |   |
| Subscription price   |                                 |  |                                  |   |   |   |
| EGM approval date (if applicable)                          |                                 | ,  |                                  |   |   |   |
| (dd/mm/yyyy)   | ( / /                           | )  |                                  |   |   |   |
|  |                                 | Total  | (Prefere                         | hary shares)<br>nce shares)<br>Other class) | N/A<br>N/A<br>N/A   | -   |

| Convertibles (i.e. Convertible   | into Shares of the                   | e Issuer whic                               | h are to be L                    | isted)                          |  |  |
|--|--------------------------------------|---|----------------------------------|---------------------------------|--|--|
| Class and description  | Currency of<br>amount<br>outstanding | Amount at<br>close of<br>preceding<br>month | Converted<br>during the<br>month | Amount at close<br>of the month | No. of<br>new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|  | _                                    |   |                                  |                                 |  |  |
|  | _                                    |   |                                  |                                 |  |  |
| Stock code (if listed)<br>Class of shares<br>issuable (Note 1)<br>Subscription price<br>EGM approval date<br>(if applicable) | <u>N/A</u>                           | N/A   | <u>N/A</u>                       | <u>N/A</u>                      | <u>N/A</u>   | <u>N/A</u>   |
| (dd/mm/yyyy))  | ( / / )                              |   |                                  |                                 |  |  |
| <u>2.</u>  |                                      |   |                                  |                                 |  |  |
| Stock code (if listed)   |                                      |   |                                  |                                 |  |  |
| Class of shares<br>issuable (Note 1)<br>Subscription price<br>EGM approval date<br>(if applicable)                           |                                      |   |                                  |                                 |  |  |
| (dd/mm/yyyy)   | ( / / )                              |   |                                  |                                 |  |  |
| 3.   | -<br>-<br>                           |   |                                  |                                 |  |  |
|  |                                      |   |                                  |                                 |  |  |
| EGM approval date<br>(if applicable)   |                                      |   |                                  |                                 |  |  |
|  | <u>(//)</u><br>                      |   |                                  |                                 |  |  |
| Otople state (2019 st. 1)  |                                      |   |                                  |                                 | <u> </u>   |  |
| Subscription price<br>EGM approval date<br>(if applicable)   |                                      |   |                                  |                                 |  |  |
| (dd/mm/yyyy)   | ( / / )                              | <u> </u>                                    | Total C. (Ord                    | inary shares)                   | N/A  |  |
|  |                                      |   |                                  | ence shares)                    | N/A  |  |
|  |                                      |   |                                  | (Other class)                   | N/A  |  |

| Any other Agreements or Arrangements to Issue Shares of the Issue                                       | er which are to be Liste  | ed, including   |
|---|---|---|
| Options (other than under Share Option Schemes)   |   |   |
| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares<br>of issuer issued<br>during the month<br>pursuant thereto | No. of new shares of<br>issuer which may be<br>issued pursuant<br>thereto as at close of<br>the month |
| 1. N/A  |   |   |
|   |   |   |
|   |   |   |
|   |   |   |
| shares (Note 1)   | •   |   |
|   |   |   |
| 2. N/A  |   |   |
| 2. <u>IVA</u>   |   |   |
|   | •   |   |
|   |   |   |
|   |   |   |
| shares (Note 1)   |   |   |
|   |   |   |
| 3. <u>N/A</u>   |   |   |
|   |   |   |
|   |   |   |
|   |   |   |
| shares (Note 1)   |   |   |
|   |   |   |
| Total D. (Ordinary shares)  | N/A   |   |
| (Preference shares)   | N/A   |   |
| (Other class)   | N/A   |   |
| · · · · · · · · · · · · · · · · · · ·   |   |   |

| Otl | her Movements ir | n Issued Sha | are Capital           |  |       |   | No of norm  | No of now   |
|-----|------------------|--------------|-----------------------|--|-------|---|---|---|
|     | Type of Issue    |              |                       |  |       |   | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|     | Type of issue    |              |                       |  |       |   |   |   |
|     |                  |              |                       | Class of shares issuable (Note 1)          |       |   |   |   |
| 1.  | Rights issue     | At price :   | State<br>currency ——— | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) |   |   |
|     |                  |              |                       | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) | N/A   | N/A   |
|     |                  |              |                       | Class of shares issuable (Note 1)          |       |   |   |   |
| 2.  | Open offer       | At price :   | State<br>currency ——— | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) |   |   |
|     |                  |              |                       | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) |   |   |
|     |                  |              |                       |  |       |   | <u>N/A</u>  | <u>N/A</u>  |
|     |                  |              |                       | Class of shares issuable (Note 1)          |       |   |   |   |
| 3.  | Placing          | At price :   | State<br>currency ——— | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) |   |   |
|     |                  |              |                       | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) | N1/A  | NI/A  |
|     |                  |              |                       |  |       |   | <u>N/A</u>  | N/A   |
|     |                  |              |                       | Class of shares issuable (Note 1)          |       |   |   |   |
| 4.  | Bonus issue      |              |                       | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) |   |   |
|     |                  |              |                       | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) | N/A   | N/A   |
|     |                  |              |                       |  |       |   |   |   |
|     |                  |              |                       | Class of shares issuable (Note 1)          |       |   |   |   |
| 5.  | Scrip dividend   | At price :   | State<br>currency ——— | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) |   |   |
|     |                  |              |                       | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) |   | _   |
|     |                  |              |                       |  |       |   | <u>N/A</u>  | <u>N/A</u>  |
|     |                  |              |                       |  |       |   |   |   |

|     |                                      |                       |  |                                      |      | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|-----|--------------------------------------|-----------------------|--|--------------------------------------|------|---|---|
|     | Type of Issue                        |                       |  |                                      |      |   |   |
|     |                                      |                       | Class of shares repurchased (Note 1)       |                                      |      |   |   |
| 6.  | Repurchase of shares                 |                       | Cancellation date :<br>(dd/mm/yyyy)        | ( / /                                | )    |   |   |
|     |                                      |                       | EGM approval date:<br>(dd/mm/yyyy)         | ( / /                                | )    | N/A   | N/A   |
|     |                                      |                       | Class of shares redeemed (Note 1)          |                                      |      |   |   |
| 7.  | Redemption of shares                 |                       | Redemption date :<br>(dd/mm/yyyy)          | ( / /                                | )    |   |   |
|     |                                      |                       | EGM approval date:<br>(dd/mm/yyyy)         | ( / /                                | )    | <u>N/A</u>  | N/A   |
|     |                                      |                       | Class of shares issuable (Note 1)          |                                      |      |   |   |
| 8.  | Consideration At price :             | State currency ——     | Issue and allotment<br>date : (dd/mm/yyyy) | ( / /                                | )    |   |   |
|     |                                      |                       | EGM approval date:<br>(dd/mm/yyyy)         | ( / /                                | )    | N/A   | N/A   |
|     |                                      |                       |  |                                      |      | <u> </u>  |   |
|     |                                      |                       | Class of shares issuable (Note 1)          |                                      |      |   |   |
| 9.  | Capital reorganisation               |                       | Issue and allotment<br>date : (dd/mm/yyyy) | ( / /                                | )    |   |   |
|     |                                      |                       | EGM approval date:<br>(dd/mm/yyyy)         | ( / /                                | )    | N/A   | N/A   |
|     |                                      |                       | Class of shares issuable (Note 1)          |                                      |      |   |   |
| 10. | Other<br>(Please specify) At price : | State<br>currency ——— | lssue and allotment<br>date : (dd/mm/yyyy) | ( / /                                | )    |   |   |
|     |                                      |                       | EGM approval date:<br>(dd/mm/yyyy)         | ( / /                                | )    | N/A   | N/A   |
|     |                                      |                       |  | dinary sha<br>erence sha<br>(Other c | ares | s) N/A  | -<br>-<br>-   |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)         | N/A          |
|---|--------------|
| (2)   | N/A          |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):           | N/A          |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):     | N/A          |
| (These figures should be the same as the relevant figures under II above ("Movements in Capital").) | Issued Share |

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and

(viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

| Remarks (if any): |  |
|-------------------|--|
|                   |  |
|                   |  |
|                   |  |
|                   |  |
|                   |  |
|                   |  |
|                   |  |
|                   |  |
|                   |  |
|                   |  |
| Submi             | itted by: Tricor Investor Services Limited   |
| Title:            | Hong Kong Branch Share Registrar<br>(Director, Secretary or other duly authorised officer)   |
| Notes :<br>1.     | :<br>State the class of shares (e.g. ordinary, preference or other).   |
| 2.                | Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases.<br>Where the issuer has already made the relevant confirmations in a return published under rule 13.25A<br>in relation to the securities issued, no further confirmation is required to be made in this return.     |
| 3.                | "Identical" means in this context:   |
|                   | <ul> <li>the securities are of the same nominal value with the same amount called up or paid up;</li> <li>they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum</li> </ul> |

- (gross and net); and
  they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.