

**Monthly Return of Equity Issuer on Movements in Securities**For the month ended (dd/mm/yyyy) : 28/2/2021

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Wanguo International Mining Group Limited  
*(Incorporated in the Cayman Islands with limited liability)*Date Submitted 1/3/2021

## I. Movements in Authorised Share Capital

## 1. Ordinary Shares

(1) Stock code : 3939 Description : WANGUO MINING

	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>1,000,000,000</u>	<u>0.10</u>	<u>100,000,000.00</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>1,000,000,000</u>	<u>0.10</u>	<u>100,000,000.00</u>

(2) Stock code : N/A Description : N/A

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u></u>	<u></u>	<u></u>
Increase/(decrease)	<u></u>		<u></u>
Balance at close of the month	<u></u>	<u></u>	<u></u>



## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	720,000,000	N/A	N/A	N/A
Increase/ (decrease) 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 (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme adopted on 12 June 2012						No share option has been granted since adoption
_____ shares (Note 1)	Nil	Nil	Nil	Nil	Nil	
2. _____ _____ ( / / ) _____ shares (Note 1)						
3. _____ _____ ( / / ) _____ shares (Note 1)						
			Total A. (Ordinary shares)		NIL	
			(Preference shares)		N/A	
			(Other class)		N/A	
Total funds raised during the month from exercise of options (State currency)				N/A		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____	N/A	N/A	N/A	N/A	N/A	N/A
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
2. _____ _____						
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
3. _____ _____						
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
4. _____ _____						
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
Total B.					(Ordinary shares)	N/A
					(Preference shares)	N/A
					(Other class)	N/A

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.						
	N/A	N/A	N/A	N/A	N/A	N/A
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
2.						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
3.						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
4.						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
Total C. (Ordinary shares)					N/A	
(Preference shares)					N/A	
(Other class)					N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, 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 of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<p>1. <u>On 29 December 2020 (after trading hours), the Company and the Subscriber entered into the Subscription Agreement pursuant to which the Company agreed to issue and allot and the Subscriber agreed to subscribe for 108,000,000 Subscription Shares at the Subscription Price of HK\$2.18 per Subscription Share, on the terms and conditions provided in the Subscription Agreement.</u>  <u>(For more details, please refer to the Company's announcements dated 29 December 2020 and 22 February 2021.)</u></p> <p style="text-align: right;">(26/6/2020)</p> <p style="text-align: right;">Ordinary shares (Note 1)</p>		108,000,000
<p>2. N/A</p> <p style="text-align: right;">( / / ) shares (Note 1)</p>		
<p>3. N/A</p> <p style="text-align: right;">( / / ) shares (Note 1)</p>		
<p>Total D. (Ordinary shares) _____  (Preference shares) _____  (Other class) _____</p>	<p>_____  N/A  _____  N/A  _____  N/A</p>	

## Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>
2.	Open offer	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>
3.	Placing	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>
4.	Bonus issue		Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>
5.	Scrip dividend	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
6.	Repurchase of shares				
			Class of shares repurchased ( <i>Note 1</i> ) _____		
			Cancellation date : ( / / ) (dd/mm/yyyy)		
			EGM approval date: ( / / ) (dd/mm/yyyy)		
				<u>N/A</u>	<u>N/A</u>
7.	Redemption of shares				
			Class of shares redeemed ( <i>Note 1</i> ) _____		
			Redemption date : ( / / ) (dd/mm/yyyy)		
			EGM approval date: ( / / ) (dd/mm/yyyy)		
				<u>N/A</u>	<u>N/A</u>
8.	Consideration issue	At price : _____	State currency _____		
			Class of shares issuable ( <i>Note 1</i> ) _____		
			Issue and allotment date : ( / / ) (dd/mm/yyyy)		
			EGM approval date: ( / / ) (dd/mm/yyyy)		
				<u>N/A</u>	<u>N/A</u>
9.	Capital reorganisation				
			Class of shares issuable ( <i>Note 1</i> ) _____		
			Issue and allotment date : ( / / ) (dd/mm/yyyy)		
			EGM approval date: ( / / ) (dd/mm/yyyy)		
				<u>N/A</u>	<u>N/A</u>
10.	Other (Please specify)	At price : _____	State currency _____		
			Class of shares issuable ( <i>Note 1</i> ) _____		
			Issue and allotment date : ( / / ) (dd/mm/yyyy)		
			EGM approval date: ( / / ) (dd/mm/yyyy)		
				<u>N/A</u>	<u>N/A</u>
				Total E. (Ordinary shares)	<u>N/A</u>
				(Preference shares)	<u>N/A</u>
				(Other class)	<u>N/A</u>



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
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

#### IV. Confirmations

<p>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:</p> <p><i>(Note 2)</i></p> <ul style="list-style-type: none"> <li>(i) all money due to the listed issuer in respect of the issue of securities has been received by it;</li> <li>(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;</li> <li>(iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;</li> <li>(iv) all the securities of each class are in all respects identical <i>(Note 3)</i>;</li> <li>(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;</li> <li>(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;</li> <li>(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</li> <li>(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.</li> </ul>
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