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Wanguo Gold Group Limited
萬國黃金集團有限公司

(formerly known as Wanguo International Mining Group Limited)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3939)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Wanguo Gold Group Limited (the “**Company**”) will be convened and held at 1601-03, 16/F, YF Life Centre, 38 Gloucester Rd, Wan Chai, Hong Kong on Friday, 4 October 2024 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions of the Company. Capitalised terms contained in the circular dated 11 September 2024 issued by the Company shall have the same meanings when used herein unless otherwise specified.

ORDINARY RESOLUTIONS

”THAT

- (a) the acquisition pursuant to the sale and purchase agreement (the “**Sale and Purchase Agreement**”) dated 9 August 2024 entered into between the Company, as the Purchaser, and Golden Crane Holdings Limited and Prominence Investment Holding Company Limited, together as the Vendors, relating to sale and purchase of an aggregate of 20.22% equity interest in AXF Gold Ridge Pty Ltd, for a consideration of approximately HK\$732.6 million, and the transactions contemplated thereunder (including but not limited to the allotment and issue of the issue of the consideration shares (i.e. 90,227,220 new shares) (the “**Consideration Shares**”) by the Company under the Specific Mandate to settle the said consideration) (the “**Acquisition**”) be and are hereby approved, confirmed and ratified in all respects;
- (b) the board (“**Board**”) of directors of the Company or a committee thereof be and is hereby specifically authorised to allot and issue the Consideration Shares in accordance with the terms of the Sale and Purchase Agreement; and

- (c) the Board or a committee thereof be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deed on behalf of the Company and to do such other things and to take all such actions as they consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Acquisition and to agree to such variation, amendments or waiver or matters relating thereto (excluding any variation, amendments or waiver of such documents or any terms thereof, which are fundamentally and materially different from those as provided for in the Sale and Purchase Agreement and which shall be subject to approval of the shareholders of the Company) as are, in the opinion of the Board or a committee thereof, in the interest of the Company and its shareholders as a whole.”

By order of the Board
Wanguo Gold Group Limited
Gao Mingqing
Chairman

Hong Kong, 11 September 2024

Notes:

1. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the meeting. A proxy need not be a member of the Company but must be present in person to represent him/her/it.
2. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting (i.e. not later than 10:00 a.m. on Wednesday, 2 October 2024) or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For the purpose of determining the identity of the shareholders of the Company entitled to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 30 September 2024 to Friday, 4 October 2024 both dates inclusive, during which period no transfer of Shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30pm on Friday, 27 September 2024.

6. Where a “black” rainstorm warning is in force or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted or “extreme conditions” caused by super typhoons is in force at 8: 00 a.m. on the date of the EGM, the EGM will be postponed. The Company will publish an announcement on the website of the Company (<https://www.wgmine.com/>) and the Stock Exchange (www.hkexnews.hk) to notify the Shareholders of the date, time and place of the rescheduled meeting. The EGM will be held as scheduled when an amber or red rainstorm warning signal is in force. Having considered their own situations, Shareholders should decide on their own whether they would attend the EGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
7. The resolution at the EGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the respective websites of Stock Exchange and the Company in accordance with the Listing Rules.

As at the date of this notice, the Board comprises Mr. Gao Mingqing (Chairman), Mr. Li Feilong, Mr. Liu Zhichun, Mr. Wang Renxiang and Ms. Wang Nan as executive directors; and Mr. Tsang Wai Hung, Mr. Wong Chi Ming Ming and Mr. Wang Xin as independent non-executive directors.