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Wanguo Gold Group Limited

萬國黃金集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3939)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 15 JANUARY 2025

Reference is made to the circular (the “**Circular**”) of Wanguo Gold Group Limited (the “**Company**”) dated 23 December 2024 with the inclusion of the notice (the “**Notice**”) of the extraordinary general meeting of the Company held on 15 January 2025 (the “**EGM**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as defined in the Circular.

The Board is pleased to announce that the proposed resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the EGM. Mr. Gao Mingqing, Ms. Gao Jinzhu, Mr. Liu Zhichun, Mr. Tsang Wai Hung, Mr. Wong Chi Ming Ming and Mr. Wang Xin attended the EGM by electronic means.

The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the EGM.

The poll results taken at the EGM are as follows:

ORDINARY RESOLUTION ^{Note}		Number of Shares voted (approximate %)		Total number of Shares voted
		For	Against	
1.	<p>“THAT:</p> <p>1.1. To approve and adopt the rules of the share award scheme of the Company, a copy of which marked “A” is produced to the meeting and for the purpose of identification signed by the chairman of this meeting thereof (the “2024 Share Award Scheme”), subject to and conditional upon the Listing Committee (the “Listing Committee”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval to the listing of and permission to deal in the ordinary shares of the Company (or such shares as shall result from a capitalization issue, rights issue, subdivision, consolidation, re-classification, reconstruction or reduction of share capital of the Company from time to time) (the “Share(s)”) to be issued pursuant to the vesting or exercise of any awards granted under the 2024 Share Award Scheme;</p> <p>1.2. To authorise the board of directors of the Company (the “Board”) to grant awards of Shares pursuant to the 2024 Share Award Scheme and to allot and issue Shares, direct and procure the professional trustee to be appointed by the Company to (i) assist with the administration, exercise and vesting of awarded Shares; and (ii) transfer Shares and otherwise deal with Shares granted pursuant to the 2024 Share Award Scheme as and when they vest or are exercised (as the case may be) and subject to the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”); and</p> <p>1.3. To authorise the Board to modify and/or amend the 2024 Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2024 Share Award Scheme relating to modification and/or amendment and the requirements of the Listing Rules.”</p>	<p>941,160,053 (99.40%)</p>	<p>5,636,840 (0.60%)</p>	<p>946,796,893 (100%)</p>
2.	<p>“THAT:</p> <p>2.1. To approve and adopt the rules of the share option scheme of the Company, a copy of which marked “B” is produced to the meeting and for the purpose of identification signed by the chairman of this meeting thereof (the “2024 Share Option Scheme”), subject to and conditional upon the Listing Committee granting approval to the listing of and permission to deal in the Shares which may fall to be allotted and issued pursuant to the exercise of any options which may be granted under the 2024 Share Option Scheme;</p>	<p>932,603,933 (98.50%)</p>	<p>14,192,960 (1.50%)</p>	<p>946,796,893 (100%)</p>

	<p>2.2. To authorise the Board to administer the 2024 Share Option Scheme under which share options will be granted to the eligible participants (as defined in the 2024 Share Option Scheme) who are eligible under the 2024 Share Option Scheme to subscribe for Shares, including but not limited to determining and granting the options in accordance with the terms of the 2024 Share Option Scheme and the requirement of the Listing Rules; and</p> <p>2.3. To authorise the Board to modify and/or amend the 2024 Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2024 Share Option Scheme relating to modification and/or amendment and the requirements of the Listing Rules.”</p>			
3.	<p>“THAT the Scheme Mandate Limit (as defined in the 2024 Share Award Scheme and the 2024 Share Option Scheme) on the total number of Shares that may be issued in respect of all options and awards to be granted to the eligible participants under all the share schemes of the Company (i.e., 10% of the Shares in issue (excluding Treasury Shares, if any) as at the date of passing of this resolution) be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the directors of the Company may consider necessary, desirable or expedient to effect and implement the Scheme Mandate Limit.”</p>	<p>932,603,933 (98.50%)</p>	<p>14,192,960 (1.50%)</p>	<p>946,796,893 (100%)</p>
4.	<p>“THAT the Service Provider Sublimit (as defined in the 2024 Share Option Scheme and 2024 Share Award Scheme) on the total number of Shares that may be issued in respect of all options and awards to be granted to service providers under all the share schemes of the Company (i.e. 3% of the Shares in issue (excluding Treasury Shares, if any) as at the date of passing of this resolution) be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the directors of the Company may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit.”</p>	<p>932,603,933 (98.50%)</p>	<p>14,192,960 (1.50%)</p>	<p>946,796,893 (100%)</p>

Note: The full text of the resolutions is set out in the Notice.

As more than 50% of the votes were cast in favor of each of the resolution, each of the resolution was duly passed as an ordinary resolution at the EGM.

The total number of Shares in issue as at the date of the EGM, being the total number of Shares entitling the holders thereof to attend and vote for or against the resolution at the EGM, is 1,083,827,200 Shares.

There were no Shares entitling the Shareholders to attend and abstain from voting in favor at the resolutions at the EGM as set out in Rule 13.40 of the Listing Rules and no Shareholders were required under the Listing Rules to abstain from voting at the EGM. There were also no restrictions on any Shareholders to cast votes on the proposed resolutions at the EGM. No Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the proposed resolutions at the EGM.

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

Hong Kong, 15 January 2025

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