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)

(1) PROPOSED TOP-UP SALE OF EXISTING SHARES AND PROPOSED SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE AND (2) PROPOSED SELL-DOWN SALE OF EXISTING SHARES BY A SHAREHOLDER

This announcement is made by the Company pursuant to the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09 of the Listing Rules.

PROPOSED TOP-UP SALE OF EXISTING SHARES AND PROPOSED SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

The Company announces that it is planning to carry out a top-up placing of Shares to certain investors. Pursuant to the Proposed Top-up Sale and the Proposed Subscription, it is expected that the Top-up Seller will place certain Top-up Sale Shares to investors through placing agent(s), and thereafter the Top-up Seller will subscribe for, and the Company will issue to the Top-up Seller under the General Mandate, the number of new Shares equal to the number of Top-up Sale Shares actually sold under the Proposed Top-up Sale.

The terms of the Proposed Top-up Sale, including the size of the Proposed Top-up Sale, the purchase price and other terms, will be determined through a book-building exercise to be conducted by the placing agent(s). The terms of the Proposed Subscription, including the number of new Shares and the subscription price, will be determined by the Company, the Top-up Seller and the placing agent(s) with reference to the terms of the Proposed Top-up Sale, where the number of new Shares will be the same as the Top-up Sale Shares actually sold under the Proposed Top-up Sale and the subscription price will be the same as the purchase price of the Top-up Sale Shares.

PROPOSED SELL-DOWN SALE OF EXISTING SHARES BY A SHAREHOLDER

The Company has been informed by a Shareholder that it intends to dispose of certain Shares by way of a placement at the same time as the Proposed Top-up Sale.

GENERAL

The Top-up Sale Shares to be placed under the Proposed Top-up Sale and the Shares to be disposed of under the Proposed Sell-down Sale will not be offered to the public in Hong Kong and it is not expected that any such Shares will be placed to any connected person of the Company.

As at the time of publication of this announcement, no binding agreements in relation to the Proposed Top-up Sale, the Proposed Subscription and the Proposed Sell-down Sale have been entered into and, therefore, the Proposed Top-up Sale, the Proposed Subscription and the Proposed Sell-down Sale may or may not materialise as contemplated or at all. Investors and the Shareholders are reminded to exercise caution when dealing in the securities of the Company.

Further announcement(s) in relation to the Proposed Top-up Sale, the Proposed Subscription and the Proposed Sell-down Sale will be made as and when necessary in accordance with the Listing Rules.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

"AGM"	the annual general meeting of the Company held on 6 June 2025
"Board"	the board of Directors
"Company"	Wanguo Gold Group Limited (萬國黃金集團有限公司), a company incorporated under the laws of the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 3939)
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"controlling shareholder"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"General Mandate"	the general mandate granted to the Directors by the Shareholders pursuant to an ordinary resolution of the Company passed at the AGM to allot, issue and deal with up to 20% of the then issued share capital of the Company as at the date of the AGM
"HK$"	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
"Proposed Sell-down Sale"	the proposed sale of Shares by a Shareholder by way of a placement at the same time as the Proposed Top-up Sale
"Proposed Subscription"	the proposed subscription of new Shares by the Top-up Seller under the General Mandate
"Proposed Top-up Sale"	the proposed top-up placing of the Top-up Sale Shares by the Top-up Seller
"Share(s)"	shares in the capital of the Company with a nominal value of HK$0.1 each

"Shareholder(s)"	holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Top-up Seller"	Victor Soar Investments Limited, a company incorporated in the British Virgin Islands with limited liability, being a controlling shareholder of the Company interested in 281,400,000 Shares, representing approximately 25.96% of the existing issued share capital of the Company as at the date of this announcement
"Top-up Sale Shares"	the Shares held by the Top-up Seller and to be placed by the placing agent(s) pursuant to the Proposed Top-up Sale
"%"	per cent

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

Hong Kong, 20 August 2025

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