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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)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of Wanguo Gold Group Limited 萬國黃金集團有限公司 (the “**Company**”) will be held at Unit 1, 28/F., Singa Commercial Centre, 144-151 Connaught Road West, Hong Kong on Friday, 21 November 2025 at 10:00 a.m. to consider and, if thought fit, to pass with or without amendments, the following resolutions:

**ORDINARY RESOLUTIONS**

1. “**THAT** subject to and conditional upon the fulfilment of all the conditions set out in the section headed “Conditions of the Share Subdivision” (the “**Conditions**”) in the circular of the Company dated 6 November 2025, with effect from the second Business Day immediately following the date on which the Conditions are fulfilled:
  - (a) every ordinary share with a par value of HK\$0.1 each in the authorised and issued share capital of the Company be subdivided into four (4) ordinary shares with a par value of HK\$0.025 each (the “**Subdivided Shares**”) (the “**Share Subdivision**”), such Subdivided Share(s) shall rank pari passu in all respects with each other in accordance with the articles of association of the Company (as amended from time to time) and shall have the same rights and privileges and be subject to the same restriction as the Shares in issue prior to the Share Subdivision such that immediately following the Share Subdivision becoming effective, the authorised share capital of the Company shall be changed from (i) HK\$1,000,000,000 divided into 10,000,000,000 ordinary shares of HK\$0.1 each to (ii) HK\$1,000,000,000 divided into 40,000,000,000 ordinary shares of par value of HK\$0.025 each;
  - (b) any one of the directors of the Company be and is hereby authorised to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) he/she in his/her absolute discretion considers necessary, desirable or expedient to give effect to, implement and complete the Share Subdivision and the transactions contemplated thereunder; and

- (c) the registered office provider, the principal share registrar and the Hong Kong branch share registrar of the Company be authorised and instructed severally to do all such things as are necessary, desirable or expedient to give effect to, implement and complete the Share Subdivision and the transactions contemplated thereunder (including but not limited to updating the register of members of the Company and arranging for the relevant filing with the Registrar of Companies of the Cayman Islands).”

Yours faithfully  
For and on behalf of the Board of  
**Wanguo Gold Group Limited**  
**Gao Mingqing**  
*Chairman*

Hong Kong, 6 November 2025

*Notes:*

- (1) Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
- (3) Where there are joint registered holders of any shares, any one of such persons may vote at the above EGM (or any adjournment thereof), either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (4) In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (5) Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (6) The transfer books and Register of Members of the Company will be closed from Tuesday, 18 November 2025 to Friday, 21 November 2025, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the EGM, all duly completed share transfer documents, accompanied by the relevant share 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, for registration not later than 4:30 p.m. on Monday, 17 November 2025.
- (7) A form of proxy for use by shareholders at the EGM is enclosed.

*As at the date of this notice of EGM, 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.*