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Wanguo International Mining Group Limited
萬國國際礦業集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3939)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 2 JUNE 2022;
(2) RETIREMENT AND APPOINTMENT
OF INDEPENDENT NON-EXECUTIVE DIRECTORS;
AND
(3) AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION**

Reference is made to the circular (the "**Circular**") of Wanguo International Mining Group Limited (the "**Company**") dated 28 April 2022 with the inclusion of the notice (the "**Notice**") of the annual general meeting of the Company held on 2 June 2022 (the "**AGM**"). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as defined in the Circular.

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 2 JUNE 2022

The Board is pleased to announce that all the proposed resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the AGM. All Directors attended the AGM in person or 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 AGM.

The poll results taken at the AGM are as follows:

ORDINARY RESOLUTIONS <i>Note</i>		Number of Shares voted (approximate %)		Total number of Shares voted
		For	Against	
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and of the independent auditor for the year ended 31 December 2021.	517,285,448 (100%)	0 (0%)	517,285,448 (100%)

ORDINARY RESOLUTIONS <i>Note</i>		Number of Shares voted (approximate %)		Total number of Shares voted
		For	Against	
2.	To declare a final dividend of RMB10.10 cents per share.	517,285,448 (100%)	0 (0%)	517,285,448 (100%)
3.	To re-elect the following retiring Directors:			
	(a) Mr. Gao Mingqing as an executive Director	517,285,448 (100%)	0 (0%)	517,285,448 (100%)
	(b) Mr. Wang Renxiang as an executive Director	517,285,448 (100%)	0 (0%)	517,285,448 (100%)
	(c) Ms. Wang Nan as an executive Director	517,285,448 (100%)	0 (0%)	517,285,448 (100%)
4.	To approve the appointment of Mr. Wong Chi Ming Ming as an independent non-executive Director.	517,285,448 (100%)	0 (0%)	517,285,448 (100%)
5.	To approve the appointment of Mr. Tsang Wai Hung as an independent non-executive Director.	517,285,448 (100%)	0 (0%)	517,285,448 (100%)
6.	To authorise the Board to fix the Directors' remuneration.	517,285,448 (100%)	0 (0%)	517,285,448 (100%)
7.	To re-appoint Crowe (HK) CPA Limited as the auditor of the Company and to authorise the Board to fix their remuneration.	517,285,448 (100%)	0 (0%)	517,285,448 (100%)
8.	To give a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of passing of this resolution.	517,063,448 (99.96%)	222,000 (0.04%)	517,285,448 (100%)
9.	To give a general mandate to the Directors to repurchase the Company's shares not exceeding 10% of the total number of shares of the Company in issue as at the date of passing of this resolution.	517,285,448 (100%)	0 (0%)	517,285,448 (100%)
10.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company by the number of shares repurchased by the Company.	517,063,448 (99.96%)	222,000 (0.04%)	517,285,448 (100%)
SPECIAL RESOLUTION <i>Note</i>		Number of Shares voted (approximate %)		Total number of Shares voted
		For	Against	
11.	To approve and adopt the second amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company and that any director or company secretary of the Company be authorised to do all things necessary to implement the adoption of the new memorandum and articles of association of the Company	517,285,448 (100%)	0 (0%)	517,285,448 (100%)

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

As more than 50% of the votes were cast in favor of the resolutions no. 1 to 10, all these resolutions were duly passed as ordinary resolutions at the AGM.

As more than 75% of the votes were cast in favor of the resolution no. 11, the resolution was duly passed as a special resolution at the AGM.

The total number of Shares in issue as at the date of the AGM, being the total number of Shares entitling the holders thereof to attend and vote for or against the resolutions at the AGM, is 828,000,000 Shares.

There were no Shares entitling the Shareholders to attend and abstain from voting in favor at the resolutions at the AGM 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 AGM. There were also no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM. No Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the proposed resolutions at the AGM.

(2) RETIREMENT AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

As disclosed in the Company's announcement dated 25 March 2022 (the "**Announcement**"), Mr. Shen Peng, Mr. Qi Yang and Dr. Lu Jian Zhong, having served the Board for more than nine years, have notified the Company each of their intention to retire at the AGM and not to stand for re-election thereat. Accordingly, with effect from the conclusion of the AGM, Mr. Shen Peng, Mr. Qi Yang and Dr. Lu Jian Zhong retired as independent non-executive Directors.

The appointment of Mr. Tsang Wai Hung and Mr. Wong Chi Ming Ming as independent non-executive Directors have been approved by the Shareholders at the AGM. Biographical details and information as disclosed pursuant to Rule 13.51(2) of the Listing Rules of Mr. Tsang Wai Hung and Mr. Wong Chi Ming Ming are set out in the Announcement and remain as effective and valid up to the date of this announcement

The Board would like to take this opportunity to express its warmest welcome to Mr. Tsang Wai Hung and Mr. Wong Chi Ming Ming for joining the Board.

(3) AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board hereby announces that the resolution on the proposed amendments to the Memorandum and Articles of Association has been duly passed as a special resolution at the AGM. For details of the proposed amendments, please refer to Appendix IV to the Circular.

The Second Amended and Restated Memorandum and Articles of Association will take effect from 2 June 2022, the full text of which is available on the websites of HKEX (www.hkexnews.hk) and the Company (<http://www.wgmine.com/>).

By Order of the Board
Wanguo International Mining Group Limited
Gao Mingqing
Chairman

Hong Kong, 2 June 2022

As at the date of this announcement, the Board comprises Mr. Gao Mingqing (Chairman), 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.