



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)

Form of Proxy for use at the Extraordinary General Meeting to be held on Wednesday, 15 January 2025

I/We ^(Note 1) _____ (name)
of _____ (address)
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10 each
(the "Shares") in the capital of Wanguo Gold Group Limited (the "Company"), hereby appoint ^(Note 3) _____ (name)
of _____ (address)
as my/our proxy to attend, or failing him, the chairman of the meeting to act as my/our proxy at the extraordinary general meeting (or at any adjournment thereof) of the Company to be held at 1601-03, 16/F., YF Life Centre, 38 Gloucester Road, Wanchai, Hong Kong on Wednesday, 15 January 2025 at 10:00 a.m. (the "Extraordinary General Meeting") for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Extraordinary General Meeting and at the Extraordinary General Meeting (and any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below ^(Note 4).

Ordinary Resolutions		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>		
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>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>		
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>		

Dated this _____ day of _____

Signature ^(Note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. Please insert the name and address of the proxy. If no name is inserted, the chairman of the meeting will act as your proxy. A shareholder may appoint one or more proxies to attend the meeting and vote for him/her. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** The proxy needs not be the Company's shareholder, but must attend the meeting (or any adjournment thereof) to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW MARKED "AGAINST".** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote(s) in respect of that resolution at his/her discretion or to abstain from voting. Your proxy will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
6. Every shareholder of the Company present in person or by proxy or, being a corporation, is present by its duly authorised representative, shall have one vote for every fully paid share of which he is the holder.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
8. To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at 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 less than 48 hours before the time fixed for holding the Extraordinary General Meeting or any adjournment thereof.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting or any adjournment thereof if you so wish. If you attend and vote at the Extraordinary General Meeting, the authority of your proxy will be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- (ii) Your supply of Personal Data to the Company is on a voluntary basis. Upon the failure to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be made in writing to the Personal Data Privacy Officer of Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

* The full text of the resolution is set out in the Notice of Extraordinary General Meeting.