Wanguo Gold Group Limited

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 3939)

(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 21 NOVEMBER 2025; (2) EFFECTIVE DATE OF THE SHARE SUBDIVISION; AND (3) ADJUSTMENTS TO THE 2024 SHARE OPTION SCHEME AND THE 2024 SHARE AWARD SCHEME OF THE COMPANY

The Board is pleased to announce that the proposed resolution set out in the Notice was duly passed by the Shareholders by way of poll at the EGM.

References are made to the circular (the "**Circular**") and the notice (the "**Notice**") of the extraordinary general meeting (the "**EGM**") of Wanguo Gold Group Limited (the "**Company**") both dated 6 November 2025. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the proposed resolution set out in the Notice was duly passed by the Shareholders by way of poll at the EGM held at Unit 1, 28/F., Singga Commercial Centre, 144-151 Connaught Road West, Hong Kong on Friday, 21 November 2025 at 10:00 a.m.

The poll results in respect of the resolution proposed at the EGM are set out below:

<table>
<tr><th colspan="2" rowspan="2">ORDINARY RESOLUTION</th><th colspan="2">Number of Shares voted (approximate %)</th></tr>
<tr><th>For</th><th>Against</th></tr>
<tr><td>1.</td><td>“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).”</td><td>852,234,933
(99.99%)</td><td>16,000
(0.01%)</td></tr>
</table>

As more than 50% of the votes were cast in favour of the above resolution, the resolution was duly passed as an ordinary resolution of the Company.

Tricor Investor Services Limited, the Company’s Hong Kong branch share registrar was appointed as the scrutineer for the vote-taking at the EGM. Mr. Wong Chi Ming Ming attended the EGM in person. Mr. Gao Mingqing, Ms. Gao Jinzhu, Mr. Wang Guobiao, Mr. Tsang Wai Hung and Mr. Wang Xin attended the EGM by electronic means.

As at the date of the EGM, the total number of issued Shares was 1,106,327,200, being the total number of Shares entitling the holders thereof to attend and vote for or against the resolution proposed at the EGM. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, there were no Shareholders that are required to abstain from voting at the EGM. There were no Shares entitling the holders thereof to attend and abstain from voting in favour of the resolution proposed at the EGM as set out in Rule 13.40 of the Listing Rules at the EGM. No Shareholder has stated his/her/its intention to vote against or to abstain from voting on the resolution proposed at the EGM.

EFFECTIVE DATE OF THE SHARE SUBDIVISION

The Board is also pleased to announce that the Share Subdivision will become effective on Tuesday, 25 November 2025. Dealings in the Subdivided Shares will commence at 9:00 a.m. on Tuesday, 25 November 2025. The Shareholders should note that, upon the Share Subdivision becoming effective, new share certificates of the Subdivided Shares will be issued in gold colour, while the existing share certificates in pink colour will not be accepted for delivery, trading, registration and settlement purposes after 4:10 p.m. on Friday, 2 January 2026, but will remain effective as documents of title to the Subdivided Shares on the basis of one (1) existing Share for four (4) Subdivided Shares. Please refer to the Circular for the details, including the trading arrangements and the exchange of share certificates in connection with the Share Subdivision.

ADJUSTMENTS TO THE 2024 SHARE OPTION SCHEME AND THE 2024 SHARE AWARD SCHEME OF THE COMPANY

As at the date of this announcement, there were share options granted under the 2024 Share Option Scheme (the "**Share Options**") outstanding entitling the holders thereof to subscribe for an aggregate of 10,880,000 new Shares. In accordance with the terms and conditions of the 2024 Share Option Scheme and Rule 17.03(13) of the Listing Rules, upon the Share Subdivision becoming effective on Tuesday, 25 November 2025, there will be 43,520,000 outstanding Share Options granted by the Company under the 2024 Share Option Scheme. The Share Subdivision will also lead to adjustments to the exercise price of the outstanding Share Options and the number of Subdivided Shares to be allotted and issued upon full exercise of subscription rights attaching to the outstanding Share Options in the following manner:

	Immediately before the Share Subdivision becoming effective		Immediately after the Share Subdivision becoming effective	
Date of grant	Number of Shares to be allotted and issued upon full exercise of subscription rights attaching to the outstanding Share Options	Exercise price per Share	Adjusted number of Subdivided Shares to be allotted and issued upon full exercise of subscription rights attaching to the outstanding Share Options	Adjusted exercise price per Subdivided Share
24 January 2025	8,750,000	HK$13.31	35,000,000	HK$3.3275
20 March 2025	2,130,000	HK$17.80	8,520,000	HK$4.45

The auditors of the Company, has confirmed in writing that the above adjustments to the outstanding Share Options of the Company are in accordance with (i) the 2024 Share Option Scheme and (ii) Rule 17.03(13) of the Listing Rules.

As at the date of this announcement, there were no share awards granted under the 2024 Share Award Scheme.

As a result of the Share Subdivision, the maximum number of Shares available for future grant under the 2024 Share Option Scheme and 2024 Share Award Scheme will be adjusted from 95,372,720 Shares to 381,490,880 Subdivided Shares; and the maximum number of Shares available for future grant to service provider participants under the 2024 Share Option Scheme and 2024 Share Award Scheme will be adjusted from 30,914,816 Shares to 123,659,264 Subdivided Shares.

Save for the above adjustments, all other terms and conditions of the 2024 Share Option Scheme and 2024 Share Award Scheme remain unchanged.

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

Hong Kong, 21 November 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.