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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)

DISCLOSEABLE TRANSACTION
SUBSCRIPTION OF J.P. MORGAN MANSART
OVERNIGHT FUND

The board (the “**Board**”) of directors (the “**Directors**”) of Wanguo Gold Group Limited (the “**Company**”) announces that on 4 September 2026, the Company subscribed for the J.P. Morgan Mansart Overnight Fund of approximately USD103.8 million (the “**JPM Subscription**”).

The key terms of the JPM Subscription are set out in the tables below:

J.P. Morgan Mansart USD ON Fund - USD Share Class A (Acc)

Date of subscription:	4 September 2026
Investment manager:	J.P. Morgan Mansart Management Limited
Principal amount:	USD 103,834,600.00
Terms of product:	Open-ended product
Type of product:	Irish UCITS fund
Investment Objective:	The fund tracks the performance of the benchmark index net of all fees and expenses
Benchmark index:	Solactive SOFR Daily Total Return Index (BBG: SOLSOFR Index)
Target Performance:	SOLSOFR+30 p.a.
Investment policy:	The fund enters into one (1) or more swap with one or more swap counterparties, under which the swap counterparty or swap counterparties will provide exposure to the benchmark index.

The fund shall also invest all, or substantially all, of its assets in funding investments.

BASIS OF CONSIDERATION

The consideration of JPM Subscription was determined on the basis of commercial terms negotiated at arm's length between the Company and the counterparty, having considered (i) the then available surplus cash of the Company for treasury management purpose; (ii) the expected investment return and terms of the JPM Subscription; and (iii) the prevailing market interest rates.

REASONS FOR AND BENEFITS OF THE JPM SUBSCRIPTION

The Irish UCITS funds are of low-risk nature with satisfactory liquidity, and the Subscriptions are carried out by the Company for treasury management purpose in order to maximize its return on the cash received from issuance of convertible bonds under general mandate (the **"Issuance of convertible bonds"**) (please refer to the announcement date 19 August 2026 for details). The Group expects that the JPM Subscription will earn a better yield than current deposits generally offered by commercial banks in the PRC and Hong Kong while at the same time offer flexibility to the Group in terms of treasury management. The investments would be closely monitored and conducted in accordance with the Group's treasury policy. As such, the Board is of the view that the terms of the JPM Subscription are fair and reasonable, and are on normal commercial terms and the Subscriptions are in the interests of the Company and the Shareholders as a whole.

INFORMATION ABOUT THE PARTIES

The Group

The Company is a company incorporated in Cayman Islands with limited liability, whose shares are listed on the main board of the Stock Exchange of Hong Kong Limited (stock code: 3939) and is an investment holding company whose subsidiaries are principally engaged in the business of mining, ore processing and sale of concentrates products in the PRC and Solomon Islands.

J.P. Morgan

J.P. Morgan Mansart Management Limited is part of JP Morgan Chase & Co (NYSE:JPM) (**"JP Morgan"**)

JP Morgan is a leading multinational financial institution provides services such as investment banking, treasury and securities, asset management, private banking, card member, commercial banking, and home finance. JP Morgan serves business enterprises, institutions, and individuals worldwide.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the JPM Subscription exceed 5% but less than 25%, the JPM Subscription constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements under the Listing Rules.

UTILISATION OF CERTAIN IDLE PROCEEDS RAISED FROM ISSUANCE OF CONVERTIBLE BONDS FOR TREASURY MANAGEMENT

The net proceeds from the Issuance of Convertible Bonds was approximately HKD 5,439 million (“**Issuance Proceeds**”). According to the expected timeline for utilisation of the proceeds from the issuance, the Group anticipates no substantial funding would be used in a short period of time and a large amount of proceeds from the issuance be left idle.

With a view to enhancing the utilisation and efficiency of its idle Issuance Proceeds, the Company may apply some of the idle Issuance Proceeds to subscribe for low-risk short-term wealth management products issued by reputable banks and financial institution, thereby increasing the overall income of the Company while at the same time ensuring that the planned usage of the Issuance Proceeds will not be adversely affected or restricted. The Company will continuously assess the planned usage of the Issuance Proceeds and publish further announcement(s) in accordance with the requirements of the Listing Rules as and when appropriate.

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

Hong Kong, 7 September 2026

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