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**Lingbao Gold Group Company Ltd.**

**靈寶黃金集團股份有限公司**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 3330)**

## **PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION**

This announcement is made by Lingbao Gold Group Company Ltd. (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that on 31 March 2020, it has resolved, among other things, to seek approval by way of special resolution for the proposed amendments to the articles of association of the Company (the “**Articles of Association**”) from its shareholders (the “**Shareholders**”) at the annual general meeting (the “**AGM**”) of the Company expected to be held on 29 June 2020.

In order for the Articles of Association to accurately reflect the factual situation of the Company, the Board proposed to revise the name of “Financial Controller” to “Chief Financial Officer” of the Company, the Board considers that it is necessary and in the interests of the Company and the Shareholders as a whole to propose the relevant amendment to the Articles at the forthcoming AGM.

The details of the proposed amendment to the Articles of Association are set out below:

### **1) AMENDMENT OF ARTICLE 11**

#### **Which originally reads as:**

The term “senior management” herein shall include the Company’s Chairman and Vice Chairman of the Board of Directors, Executive Directors, members of the Management Executive Committee, the Secretary of the Board, President, Senior Executive Vice President and Financial Controller.

**Is proposed to be amended as:**

The term “senior management” herein shall include the Company’s Chairman and Vice Chairman of the Board of Directors, Executive Directors, members of the Management Executive Committee, the Secretary of the Board, President, Senior Executive Vice President and Chief Financial Officer.

**2) AMENDMENT OF ARTICLE 114 PARAGRAPH 9**

**Which originally reads as:**

Appoint or remove the Company’s members of the Management Executive Committee, President, Secretary to the Board, Senior Executive Vice President, Financial Controller and determine their remunerations.

**Is proposed to be amended as:**

Appoint or remove the Company’s members of the Management Executive Committee, President, Secretary to the Board, Senior Executive Vice President, Chief Financial Officer and determine their remunerations.

**3) AMENDMENT OF ARTICLE 131**

**Which originally reads as:**

A director or other officers (except the President and Financial Controller) may also act as the Secretary to the Board. An accountant of accounting firm and attorney of law firm, appointed by the Company, may not act as the Secretary to the Board. Where the Secretary to the Board is held concurrently by a director, and a certain act is required to be done by a director and the Secretary to the Board separately, the person who concurrently holds the office of director and Secretary to the board of director may not perform such act in both capacities.

**Is proposed to be amended as:**

A director or other officers (except the President and Chief Financial Officer) may also act as the Secretary to the Board. An accountant of accounting firm and attorney of law firm, appointed by the Company, may not act as the Secretary to the Board. Where the Secretary to the Board is held concurrently by a director, and a certain act is required to be done by a director and the Secretary to the Board separately, the person who concurrently holds the office of director and Secretary to the board of director may not perform such act in both capacities.

#### 4) AMENDMENT OF ARTICLE 145 PARAGRAPH 7

**Which originally reads as:**

Propose to employ or remove Senior Executive Vice President and Financial Controller.

**Is proposed to be amended as:**

Propose to employ or remove Senior Executive Vice President and Chief Financial Officer.

The proposed amendment to the Articles of Association is subject to the approval by the Shareholders at the general meeting of the Company by way of special resolutions. A circular of the Company containing detailed information of the abovementioned proposed amendments to the Articles of Association will be despatched to the Shareholders in due course. In the event of any inconsistency between the English version and the Chinese version of the Articles of Association, the Chinese version shall prevail.

By order of the Board  
**Lingbao Gold Group Company Ltd.**  
**Chen Jianzheng**  
*Chairman*

Henan, the PRC, 29 April 2020

*As at the date of this announcement, the Board comprises five executive directors, namely Mr. Chen Jianzheng, Mr. Xing Jiangze, Ms. Zhou Xing, Mr. Wang Leo and Mr. Zeng Xiangxin; two non-executive directors, namely Mr. Shi Yuchen and Mr. Zhang Feihu; and four independent non-executive directors, namely Mr. Yang Dongsheng, Mr. Han Qinchun, Mr. Wang Jiheng and Mr. Wang Guanghua.*