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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Lingbao Gold Group Company Ltd.**, you should at once hand this circular to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom, the sale or transfer was effected for transmission to the purchaser or the transferee.

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LINGJIN

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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)**

**GENERAL MANDATE TO ISSUE SHARES,  
GENERAL MANDATE TO ISSUE DEBT  
FINANCING INSTRUMENTS,  
RE-ELECTION OF DIRECTOR,  
PROPOSED AMENDMENT TO THE ARTICLES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (“AGM”) of Lingbao Gold Group Company Ltd. (the “Company”) to be held at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC on Monday, 29 June 2020 at 9:00 a.m. is set out on pages 13 to 15 of this circular. A reply slip and a form of proxy are also enclosed. Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon. In order to be valid, the proxy form must be deposited by hand or by post, for holders of H shares of the Company, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong and, for holders of domestic shares of the Company, to the registered address of the Company not less than 24 hours before the time for holding the meeting or any adjournment thereof. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM if you so wish.

14 May 2020

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expression shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC on Monday, 29 June 2020 at 9:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 13 to 15 of this circular
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	靈寶黃金集團股份有限公司 (Lingbao Gold Group Company Ltd.), a joint stock limited company established in the PRC on 27 September 2002, the H shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic share(s) in the ordinary share capital of the Company, with a nominal value of RMB0.20 each, which were subscribed for in RMB
“H Share(s)”	overseas listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB0.20 each, which are listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	11 May 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Share”	the shares of the Company, including Domestic Shares and H Shares



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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)**

*Executive Directors:*

Mr. Chen Jianzheng (*Chairman*)  
Mr. Wang Leo  
Ms. Zhou Xing  
Mr. Xing Jiangze  
Mr. Zeng Xiangxin

*Registered office:*

Hangu Road and  
Jingshan Road Intersection  
Lingbao  
Henan Province  
The PRC

*Non-executive Directors:*

Mr. Zhang Feihu  
Mr. Shi Yuchen

*Principal place of business*

*in Hong Kong:*  
Unit 1104, 11/F.  
Leighton Centre  
77 Leighton Road  
Causeway Bay  
Hong Kong

*Independent non-executive Directors:*

Mr. Yang Dongsheng  
Mr. Han Qinchun  
Mr. Wang Jiheng  
Mr. Wang Guanghua

14 May 2020

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATE TO ISSUE SHARES,  
GENERAL MANDATE TO ISSUE DEBT  
FINANCING INSTRUMENTS,  
RE-ELECTION OF DIRECTOR,  
PROPOSED AMENDMENT TO THE ARTICLES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to provide you with information regarding (1) the proposed grant of general mandate to the Board to issue Shares; (2) the proposed grant of general mandate to the Board to issue debt financing instruments; (3) the re-election of Director, and (4) the proposed amendment to the Articles, and to issue the AGM Notice, in order to seek your approval of the resolutions relating to, *inter alia*, the aforesaid matters at the AGM.

### GENERAL MANDATE TO ISSUE SHARES

In accordance with the Articles and the Listing Rules, where, as approved by way of a special resolution of the general meeting of the Company, the Company issues, either separately or concurrently, the Domestic Shares and overseas listed foreign shares (being H Shares) every 12 months (hereinafter referred to as the “Relevant Issuance”), and the number of the Domestic Shares and H Shares to be issued does not exceed 20% of the issued Domestic Shares and overseas listed foreign shares (being H Shares), respectively, when this resolution is passed at the AGM, the Company is not required to convene a class general meeting for approval of the Relevant Issuance.

In order to maintain the flexibility and grant discretion to the Board, the Board approved and proposed the unconditional grant of the general mandate at the AGM. This general mandate will authorise the Board to determine whether to separately or concurrently allot, issue, and deal with the Domestic Shares, overseas listed foreign shares (being H Shares) of the Company and/or securities convertible into the Domestic Shares and/or H Shares of the Company, options, debentures, or similar rights to subscribe for the Domestic Shares and/or H Shares of the Company (“Relevant Rights”), the number of which shall not exceed 20% of the respective number of the issued Domestic Shares or overseas listed foreign shares (being H Shares) when this resolution is passed at the AGM.

Subject to authorisation by the AGM, the Board will continue to authorise the chairman and/or the president and/or a director designated by the chairman to carry out the rights under this general mandate and implement the Relevant Issuance.

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## LETTER FROM THE BOARD

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Set forth below are details of the general mandate proposed at the AGM to empower the Board to issue the Domestic Shares and/or overseas listed foreign shares (being H Shares):

- (1) Subject to paragraphs (3) and (4) and pursuant to the Company Law of the PRC and the relevant regulations of the places where the Shares are listed (including the Listing Rules, as amended from time to time), the Board is hereby granted an unconditional general mandate to exercise all the powers to separately or concurrently allot, issue and deal with the Domestic Shares and/or H Shares and/or Relevant Rights, and to determine the terms and conditions for allotting, issuing and dealing with such new Shares including but not limited to the following terms:
  - a. the class and number of new Shares and/or the Relevant Rights to be issued;
  - b. the pricing mechanism and/or issue price of the new Shares and/or the Relevant Rights to be issued (including price range);
  - c. the commencement and closing dates of issue;
  - d. the class and number of new Shares and/or Relevant Rights to be issued to existing Shareholders;
  - e. the issuance target and use of proceeds from fundraising; and/or
  - f. the making or granting of proposals, agreements, options, convertible rights and other relevant rights for the purpose of exercising the power mentioned above.
- (2) The mandate as referred to in paragraph (1) shall authorise the Board to, within the “Relevant Period” as defined below, make or grant any offers, agreements and options which might be exercised after the expiry of the “Relevant Period”.
- (3) The number of new Domestic Shares or new overseas listed foreign shares (being H Shares) conditionally or unconditionally, separately or concurrently allotted, issued and dealt with (whether pursuant to a share option or otherwise) by the Board of the Company within the “Relevant Period” pursuant to the mandate mentioned in paragraph (1) (excluding Shares issued by way of conversion of capital reserve into Shares in accordance with the Company Law of the PRC and the Articles) and/or the Relevant Rights shall not exceed 20% of the Domestic Shares or overseas listed foreign shares (being H Shares) of the Company respectively in issue when this resolution is passed at the AGM.

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## LETTER FROM THE BOARD

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- (4) In exercising the mandate pursuant to paragraph (1) above, the Board shall: a) comply with the Company Law of the PRC and the relevant regulatory requirements of the places where the Shares are listed, including the Listing Rules or applicable legislations, rules, and regulations of other governmental or regulatory bodies (as amended from time to time); and b) obtain approval from the CSRC and other relevant PRC government departments.
- (5) For the purpose of this resolution,
- “Relevant Period” means the period from the date of passing this resolution at the AGM until the earliest of the following:
- a. the date falling the expiration of 12 months following the passing of the resolution at the AGM;
  - b. the conclusion of the next annual general meeting of the Company; and
  - c. the date on which the Shareholders at any general meeting has by way of special resolution revoked or amended the mandate under this resolution.
- (6) The Board, subject to the approval of the relevant authorities of the PRC (wherever necessary) and in accordance with the relevant laws, administrative regulations, regulatory stipulations of the places where the Shares are listed and the Articles, is hereby authorised to increase the registered capital of the Company to the required amount upon the exercise of the powers pursuant to paragraph (1) above.
- (7) The Board is hereby authorised to prepare, approve, and sign any necessary documents, complete any necessary formalities and procedures and take other necessary steps to complete the allotment, issuance and listing of the new Shares upon the exercise of the powers pursuant to paragraph (1) above, provided that the same do not violate the relevant laws, regulations, the relevant regulatory requirements of the places where the Shares are listed and the Articles.
- (8) Subject to the approval of the relevant PRC authorities (wherever necessary), the Board is hereby authorised to make appropriate and necessary amendments to the Articles after completion of the allotment and issue of new Shares with reference to the method, class and number of new Shares of the Company allotted and issued and the shareholding structure of the Company at the time of completion of the allotment and issue of new Shares in order to reflect the alteration of the Share capital structure and registered capital of the Company pursuant to the exercise of this general mandate.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE FOR ISSUANCE OF DEBT FINANCING INSTRUMENTS

A proposal will be submitted to the AGM for granting a general and unconditional mandate to the Board or person authorised by the Board to determine, within the extent of the amount of bonds that may be issued, the matters relating to the issuance of debt financing instruments, including (but not limited to) determining the actual amount to be issued, interest rate, term, target of issuance and use of proceeds of the relevant debt financing instruments and the preparation, signing and disclosure of all necessary documents. The relevant debt financing instruments include but not limited to RMB or foreign currency denominated debt financing instruments, such as short-term debentures, super-short term debentures, medium term notes, corporate bonds, convertible bonds of H shares, offshore market RMB bonds and foreign currency bonds, etc.

Subject to authorisation by the AGM, the Board will in turn authorise the Chairman and/or person designated by the Chairman to carry out the above matters of issuance.

This resolution will expire at the conclusion of the 2020 annual general meeting of the Company.

### RE-ELECTION OF DIRECTOR

According to Code Provision A.4.2 under the Code on Corporate Government Practices set out in Appendix 14 of the Listing Rules and Article 112 of the Articles, all directors appointed to fill a casual vacancy should be subject to election by Shareholders at the first general meeting after appointment. Mr. Zeng Xiangxin was appointed as an executive Director by the Board on 15 November 2019 and he shall retire and be eligible to offer himself for re-election at the AGM.

The nomination committee of the Company (“Nomination Committee”) has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring executive Director with reference to the nomination principles and criteria set out in the Company’s board diversity policy and the Company’s corporate strategy, and the independence of all independent non-executive Directors. The Company considers that the retiring executive Director, Mr. Zeng Xiangxin (“Mr. Zeng”) will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

The Nomination Committee is of the view that the retiring Director, Mr. Zeng has extensive experience in different fields and professions that is relevant to the Company’s business. In addition, his respective educational background, experience and knowledge allow him to provide valuable and relevant insights and contribute to the diversity of the Board. Accordingly, the Nomination Committee has recommended Mr. Zeng to the Board for re-election and the Board has endorsed the recommendation of the Nomination Committee and recommended the retiring executive Director, Mr. Zeng to stand for re-election at the forthcoming AGM.

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## LETTER FROM THE BOARD

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Details of Director are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

Save as disclosed in this circular, there are no other matters in relation to the proposed re-election of Director that need to be brought to the attention of the Shareholders.

### PROPOSED AMENDMENT TO THE ARTICLES

In order for the Articles to accurately reflect the factual situation of the Company, the board of the Company 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. Details of such proposed amendment are set out in Appendix II.

The above proposed amendment to the Articles is subject to, and shall take effect only upon, the passing of the special resolution at the AGM.

### AGM

The AGM Notice is set out on pages 13 to 15 of this circular for consideration of the resolutions relating to, *inter alia*, (1) the proposed grant of general mandate to the Board to issue Shares; (2) the proposed grant of general mandate to the Board to issue debt financing instruments; (3) the re-election of Director; and (4) the proposed amendment to the Articles.

The AGM will be held at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC on Monday, 29 June 2020 at 9:00 a.m..

A reply slip and a form of proxy are also enclosed.

Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon. In order to be valid, the proxy form must be deposited by hand or post, for holders of H Shares of the Company, to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong and, for holders of Domestic Shares, to the registered address of the Company, not less than 24 hours before the time for holding the AGM or any adjournment thereof. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM.

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## LETTER FROM THE BOARD

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If you intend to attend the AGM in person or by proxy, you are requested to complete the accompanying reply slip. In order to be valid, the completed and signed reply slip shall be delivered to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or to the Company's registered office address at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC (for holders of Domestic Shares) on or before Monday, 8 June 2020. The reply slip may be delivered to Computershare Hong Kong Investor Services Limited or the Company by hand or by post.

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in AGM Notice will be decided by poll. The results of the poll will be published on the websites of the Stock Exchange and the Company.

### RECOMMENDATION

The Directors consider that the adoption of — (1) the proposed grant of general mandate to the Board to issue Shares; (2) the proposed grant of general mandate to the Board to issue debt financing instruments; (3) the re-election of Director; and (4) the proposed amendment to the Articles would be in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of all the resolutions set out in the AGM Notice.

Yours faithfully,  
For and on behalf of the Board  
**Lingbao Gold Group Company Ltd.**  
**Chen Jianzheng**  
*Chairman*

*The following is the particulars of the Director (as required by the Listing Rules) to be re-elected at the AGM.*

## EXECUTIVE DIRECTOR

### Mr. Zeng Xiangxin

**Mr. Zeng Xiangxin** (曾祥新先生) (“**Mr. Zeng**”), aged 52, graduated from Hunan Institute of Finance and Economics as a holder of a university degree in financial accounting for industrial enterprises. In 2002, he obtained a master’s degree in engineering from Huazhong University of Science and Technology and a professoriate senior accountant. From 1989 to 2009, he served as assistant manager, deputy manager, and deputy chief accountant of the Accounting Department, and director of the Finance Center and chief accountant in the Guangzhou Shipyard International Company Limited. From 2009 to 2011, he served as the chief accountant of Guangzhou CSSC Longxue Shipbuilding Co., Ltd. From 2011 to 2018, he served as general manager of CSSC Finance Company Limited; deputy director of the Assets Department of China State Shipbuilding Corporation Limited\* (中國船舶工業集團公司) (on a part-time basis); director of Finance Department of China State Shipbuilding Corporation Limited\* (中國船舶工業集團公司); chairman of CSSC Finance Company Limited; general manager and chairman of CSSC (Hong Kong) Shipping Company Limited (a listed company on the Main Board of the Stock Exchange of Hong Kong Limited, stock code: 3877); the chairman of CSSC Investment Development Co., Ltd.; director of Finance Department of China State Shipbuilding Corporation Limited\* (中國船舶工業集團公司); and chairman of CSSC Finance Company Limited. In addition, Mr. Zeng served as the chief accountant of China FAW Group Co., Ltd. from 2018 to October 2019. Mr. Zeng was also approved to act as a non-executive director of Bank of Tianjin Co., Ltd., a listed company on the Main Board of the Stock Exchange of Hong Kong Limited (stock code: 1578), with effect from 29 July 2016 until 15 June 2018. Mr. Zeng was appointed as an executive Director and the rotating chairman of the management executive committee on 15 November 2019. He has been serving as the chairman and president and the legal representative of D&R Asset Management Group Co., Ltd. (達仁投資管理集團股份有限公司) since 25 November 2019.

As at the date of this circular, Mr. Zeng does not have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 Laws of Hong Kong).

Mr. Zeng will hold office until the forthcoming annual general meeting of the Company at which he will be eligible for re-election. Thereafter, he will be subject to rotational retirement and re-election requirements pursuant to the articles of association of the Company.

As at the date of this circular, save as disclosed above, Mr. Zeng (a) has no other relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (b) did not hold any directorship in other listed companies in the past three years; and (c) does not hold any other positions with the Company. The emolument of Mr. Zeng will be determined by the remuneration committee of the Company with reference to the level of responsibility, experience, the Company's performance and the market situation.

Other than those disclosed above, there are no other matters concerning Mr. Zeng that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

If Mr. Zeng is appointed as the Director, he will enter into a service contract with the Company and to hold office until the expiry of the term of 6th session of the Board.

*The English version of this Appendix is an unofficial translation of its Chinese version prepared for reference only. In case of any discrepancy between the two versions, the Chinese version shall prevail.*

According to the actual situation and needs of the Company, the Company hereby proposes to amend some clauses of the Articles as set out below to effect the change of the name from “Financial Controller” to “Chief Financial Officer”:

**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;

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting (“AGM”) of Lingbao Gold Group Company Ltd. (the “Company”) for the year ended 31 December 2019 will be held at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the People’s Republic of China (“PRC”) on Monday, 29 June 2020 at 9:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions:

### I. AS ORDINARY RESOLUTIONS

1. to consider and approve the report of the board of directors of the Company (“Board”) for the year 2019;
2. to consider and approve report of the supervisory committee of the Company for the year 2019;
3. to consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the auditors’ report for the year ended 31 December 2019;
4. to consider and approve the re-election of Mr. Zeng Xiangxin as an executive director of the Company;
5. to consider and approve the remuneration of the directors and supervisors of the Company for the year 2019;
6. to re-appoint KPMG as the Company’s international auditors and KPMG Huazhen LLP as the Company’s PRC auditors and to authorise the Board to fix their remuneration; and
7. to consider and approve any motion proposed by any shareholders of the Company holding 5% or more of the shares with voting rights at such meeting, if any.

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## NOTICE OF ANNUAL GENERAL MEETING

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### II. AS SPECIAL RESOLUTIONS

1. to consider and approve the general mandate to issue new shares;
2. to consider and approve the general mandate for the Company to issue debt financing instruments; and
3. to consider and approve the proposed amendment to the articles of association of the Company.

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

Lingbao, Henan, the PRC

14 May 2020

#### Notes:

1. The register of members of the Company will be closed from Saturday, 30 May 2020 to Monday, 29 June 2020, (both days inclusive), during which period no transfer of shares will be registered. In order for the Shareholders to qualify for attending the forthcoming annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares) or the registered office address of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC (for holders of domestic shares), no later than 4:30 p.m. on Friday, 29 May 2020.
2. Holders of Domestic Shares and H Shares whose names appear on the register of members of the Company at the close of business on Friday, 29 May 2020 are entitled to attend and vote at the AGM and may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy need not be a member of the Company.
3. In order to be valid, the proxy form must be deposited by hand or post, for holders of H Share of the Company, to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and, for holders of domestic shares of the Company, to the registered address of the Company, not less than 24 hours before the time for holding the meeting or any adjournment thereof. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. Shareholders or their proxies shall produce their identity documents when attending the meeting.
5. Shareholder who intend to attend the AGM should complete and return the reply slip and return it by hand or by post to the share registrar of the Company (for holders of H Share) or to the registered office address of the Company (for holders of domestic shares) on or before Monday, 8 June 2020.
6. The registered office address of the Company is as follows:  
  
Hangu Road and  
Jingshan Road Intersection  
Lingbao  
Henan  
The People's Republic of China  
Tel: (86) 398 8860166
7. The AGM is expected to take half a day. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.
8. The Board confirms that there is no other matter which should be brought to the attention of the shareholders.
9. All resolutions as set out above will be determined by way of poll.
10. As at the date of this notice, 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.