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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 H SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that the H shareholders class meeting (the “**H Shareholders Class Meeting**”) of Lingbao Gold Group Company Ltd. (the “**Company**”) will be held on 3rd floor of the registered office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC immediately after the conclusion of the Domestic Shareholders Class Meeting or any adjournment thereof on Friday, 31 December 2021 for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the announcement of the Company dated 11 November 2021 (the “**Announcement**”). In addition, a circular containing details of the following resolutions is required to be despatched to the Shareholders within 15 Business Days from the date of the Announcements pursuant to Rule 14A.68 of the Listing Rules or 21 days from the date of the Announcements pursuant to Rule 8.2 of the Takeovers Code, whichever is the earlier, or such later date as permitted by the Executive. Further, the circular will be despatched to the Shareholders at least 10 Business Days or 15 days (whichever is earlier) before the date of the H Shareholders Class Meeting. The Shareholders and potential investors should refer to the circular for further details of the Subscription and other matters relating to the following resolutions.

SPECIAL RESOLUTIONS

1. (a) To consider and approve the Subscription and issuance of Subscription Shares, including:
 - i) Type of Subscription Shares;

- ii) Par value of Subscription Shares;
 - iii) Number of Subscription Shares;
 - iv) Subscription Price and pricing principle;
 - v) Subscriber;
 - vi) Method of issuance;
 - vii) Use of proceeds;
 - viii) Validity period of resolutions; and
 - ix) Conditions precedent.
- (b) To authorise the designated director(s) or company secretary(ies) of the Company to do all such acts or things to amend, sign, deliver and execute all agreements or documents in connection with the additional issuance; to communicate with competent authorities in Hong Kong and other applicable jurisdictions and take such actions as he/she/it deems necessary or desirable; to prepare, modify, sign and submit the reporting materials on behalf of the Company related to the issuance, declaration, transaction and listing in respect of the issuance of Subscription Shares (including but not limited to the submission of application materials to the China Securities Regulatory Commission for the issuance of Subscription Shares), and complete procedures related to disclosure/waiver of disclosure as required by the relevant authorities in relation to the issuance of Subscription Shares; to confirm whether the conditions precedent to the completion of the issuance of Subscription Shares are satisfied and to decide whether to waive such conditions to completion of Subscription in accordance with the Subscription Agreement; to open a special account for the proceeds from the issuance of Subscription Shares at home and abroad and if necessary, make corresponding amendments to the issuance proposal (including the use of proceeds) subject to compliance with the requirements of the Listing Rules and the Takeovers Code.
2. To consider and approve the Subscription Agreement and the transactions contemplated thereunder.
3. To consider and approve the amendments to the articles of association of the Company (the “**Articles**”) in relation to the changes in the registered share capital and shareholding structure of the Company as a result of the Subscription, details of which will be set out in the Whitewash Circular, and to submit the revised Articles to the relevant PRC and Hong Kong authorities for approval, filing or registration.

4. To consider and approve a specific mandate to issue 319,772,164 H shares at the subscription price of HK\$0.85 per H Share in accordance with the terms and conditions of the Subscription Agreement and the authorisation to the Board and the person(s) authorised by the Board to deal with all matters relating to the Subscription and issuance of Subscription Shares.
5. To consider and approve the Whitewash Waiver granted or to be granted by the Executive pursuant to the Takeovers Code for waiving any obligation on the part of the Subscriber (or its wholly-owned overseas subsidiaries) to make a mandatory general offer for all the issued Shares of the Company not already owned or agreed to be acquired by it or parties acting in concert with it as a result of the issuance of Subscription Shares by the Company to the Subscriber.

By order of the Board
Lingbao Gold Group Company Ltd.
Zeng Xiangxin
Chairman

Henan, the PRC, 12 November 2021

As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Zeng Xiangxin, Mr. Xing Jiangze, Mr. He Chengqun, Mr. Dai Weitao and Mr. Wu Liming; two non-executive Directors, namely Mr. Zhang Feihu and Mr. Wang Guanran; and four independent non-executive Directors, namely Mr. Wang Guanghua, Mr. Wang Jiheng, Mr. Xu Rong and Mr. Tan Chong Huat.

Notes:

1. Pursuant to the Listing Rules and the Takeovers Code, any vote of shareholders at a general meeting must be taken by poll. As such, each of the resolutions set out in the notice of H Shareholders Class Meeting will be voted by poll. An announcement on the voting results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.lbgold.com) in accordance with the Listing Rules and the Takeovers Code.
2. Any Shareholder entitled to attend and vote at the H Shareholders Class Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a Shareholder.
3. The proxy form together with the notarised power of attorney or other documents of authorisation, if any, must be completed and returned to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited not less than 24 hours before the time appointed for holding the H Shareholders Class Meeting or any adjournment thereof. Computershare Hong Kong Investor Services Limited is located at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of the proxy form will not preclude an H Shareholder from attending and voting in person at the H Shareholders Class Meeting or any adjournment thereof should he/she so wish.

4. The H Share register of members of the Company will be closed, for the purpose of determining the entitlement of H Shareholders to attend the H Shareholders Class Meeting, from Thursday, 2 December 2021 to Friday, 31 December 2021 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the H Shareholders Class Meeting, all share certificates, together with the instruments of transfers, must be lodged by the H Shareholders for registration with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, and not later than 4:30p.m. on Wednesday, 1 December 2021.
5. Where there are joint holders of any H Shares, the one whose name stands first in the H Shares register of members shall be entitled to attend and vote at the H Shareholders Class Meeting in respect of such shares.
6. H Shareholders intending to attend the H Shareholders Class Meeting in person or by their proxies should return the reply slip for attending the H Shareholders Class Meeting in person or by post to the H Share registrar of the Company, Computershare Hong Kong Investors Services Limited on or before Friday, 10 December 2021.
7. The above special resolutions will be proposed at the H Shareholders Class Meeting and shall be passed by more than two-thirds of the voting rights held by the Shareholders (including their proxies) present at the general meeting, except for the special resolution No. 5, which shall be passed by at least 75% of the independent votes that are cast either in person or by proxy for approval by the Independent Shareholders.
8. In the event that the containment of the COVID-19 pandemic is still ongoing at the time of the H Shareholders Class Meeting, in order to cooperate with the prevention and control of the pandemic so as to safeguard the health and safety of the Shareholders and the participants of the meeting, at the same time ensuring that the Shareholders may exercise their respective shareholders’ rights, the Company recommends holders of H Shares and their proxies intending to attend the meeting to vote by completing and submitting the proxy form, i.e., to indicate how you wish your votes to be casted in the proxy form, and appoint the Chairman of the meeting as your proxy to vote on your behalf on site.

In the case that the H Shareholders or their proxies choose to attend the meeting in person by then, they must comply with the policies and requirements regarding the containment of COVID-19 pandemic. On the way to, from and at the venue of the meeting, please adopt proper personal preventive measures. Upon arrival at the venue of the meeting, please follow the arrangement and guidance of the staff and cooperate with the pandemic prevention and control requirements including, among others, attendee registration, temperature check and wearing of masks.

9. The H Shareholder Class Meeting is expected to last for not more than one day. Eligible H Shareholders (or their proxies) who attend the meeting shall bear their own travelling and accommodation expenses.
10. The address of the headquarter of the Company is:

Hangu Road and Jingshan Road Intersection
Lingbao City
Henan Province
The PRC

Tel: 86-398 886 0166
email: lbgold@lbgold.com