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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)

**DELAY IN DESPATCH OF CIRCULAR
IN RELATION TO
(1) CONNECTED TRANSACTION — SUBSCRIPTION AND
ISSUANCE OF H SHARES UNDER SPECIFIC MANDATE
(2) APPLICATION FOR WHITEWASH WAIVER
AND
(3) PROPOSED AMENDMENTS TO THE ARTICLES**

Reference is made to the announcement of Lingbao Gold Group Company Ltd. (the “**Company**”) dated 11 November 2021 in relation to, among other things, the Subscription (including the grant of Specific Mandate and the approval of Subscription Agreement), the Whitewash Waiver and the Amendments to the Articles (the “**Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

DELAY IN DESPATCH OF THE CIRCULAR

As stated in the Announcement, the Whitewash Circular containing, among other things, (i) details of the Subscription (including the grant of Specific Mandate and the approval of the Subscription Agreement), the Whitewash Waiver and the proposed Amendments to the Articles; (ii) a letter of advice from the Connected Transaction IBC on the Subscription (including the grant of Specific Mandate and the approval of the Subscription Agreement); (iii) a letter of advice from the Whitewash Waiver IBC on the Subscription and the Whitewash Waiver; and (iv) a letter of advice from the

Independent Financial Adviser to the Independent Board Committees and the Independent Shareholders on the Subscription (including the grant of Specific Mandate and the approval of Subscription Agreement) and the Whitewash Waiver, is required to be despatched to the Shareholders within 15 business days from the date of the Announcement pursuant to Rule 14A.68 of the Listing Rules or 21 days from the date of the Announcement pursuant to Rule 8.2 of the Takeovers Code, whichever is the earlier (i.e. on or before 2 December 2021).

As additional time is required to prepare and finalise certain information to be contained in the Whitewash Circular, including, among others, certain financial information of the Group, the Company has applied to the Executive pursuant to Rule 8.2 of the Takeovers Code for the consent for an extension of time for the despatch of the Whitewash Circular to a date falling on or before 31 December 2021. The Executive has indicated that it is minded to grant such consent.

Completion of the Subscription is subject to the fulfilment or waiver (as applicable) of the conditions precedent in accordance with the Subscription Agreement. Accordingly, the Subscription may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and are recommended to consult their stockbroker, company manager, solicitor or other professional adviser if they are in any doubt about their position and as to actions that they should take.

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

Lingbao City, Henan Province, the PRC
2 December 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.

The Directors jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.