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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)

(Stock code: 3330)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Meeting**”) of Lingbao Gold Group Company Ltd. (the “**Company**”) will be 3rd floor of the registered office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC on Tuesday, 16 October 2018 at 9:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as a special resolution:

SPECIAL RESOLUTION

“**THAT**

- (a) the equity transfer agreement dated 12 August 2018 (the “**Equity Transfer Agreement**”) entered into between the Company and Shenzhen Londian Electrics Co., Ltd. (深圳龍電電氣股份有限公司) (the “**Purchaser**”) in relation to the disposal by the Company of 100% of the equity interest in 靈寶華鑫銅箔有限責任公司 (Lingbao Wason Copper-Foil Company Ltd.) (“**Lingbao Wason**”) to the Purchaser (a copy of the Equity Transfer Agreement is marked “A” and produced to this meeting and signed by the chairman of the meeting for identification purposes) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified; and

- (b) any one or more of the directors of the Company (the “**Directors**”) be and is/are hereby authorised to do all such acts and things and execute all such documents (in case of execution of documents under seal, to do so by any two Directors or any Director together with the secretary of the Company) and to take such steps which he/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Equity Transfer Agreement and the transactions contemplated thereunder.”

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

Henan, the PRC, 31 August 2018

As at the date of this notice, the Board comprises five executive Directors, namely Mr. Chen Jianzheng, Mr. Xing Jiangze, Ms. Zhou Xing, Mr. Zhao Kun and Mr. Wang Leo; one non-executive Director, namely Mr. Shi Yuchen; and four independent non-executive Directors, namely Mr. Yang Dongsheng, Mr. Han Qinchun, Mr. Wang Jiheng and Mr. Wang Guanghua.

Notes:

1. The register of members of the Company will be closed from Friday, 14 September 2018 to Tuesday, 16 October 2018 (both days inclusive), during which period no transfer of Shares can be registered. In order to qualify for attending the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H Share registrar in Hong Kong, 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 the registered office address of the Company (for holders of domestic Shares), no later than 4:30 p.m. on Thursday, 13 September 2018.
2. Holders of domestic shares and H Shares whose names appear on the H Share register of members of the Company at the close of business on Friday, 14 September 2018 are entitled to attend and vote at the EGM 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. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the EGM, either in person or by proxy in respect of such Share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM or any adjourned meeting thereof (as the case may be), the more senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

4. In order to be valid, the proxy form must be deposited by hand or post, for holders of H Shares, 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, to the registered address of the Company not less than 24 hours before the time for holding the EGM 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.
5. Shareholders or their proxies shall produce their identity documents when attending the meeting.
6. Shareholders who intend to attend the EGM 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 Shares) or to the registered office address of the Company (for holders of domestic Shares) on or before Wednesday, 26 September 2018.
7. 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 8862218
Fax: +86 398 8860166
8. The EGM is expected to take half a day. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.
9. The Board confirms that there is no other matter which should be brought to the attention of the shareholders.
10. All resolutions as set out above will be determined by way of poll.
11. Completion and return of the form of proxy will not preclude members from attending and voting at the EGM or any adjourned meeting thereof (as the case may be) should they so wish and in such event, the form of proxy shall be deemed to be revoked.