

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



LINGJIN

灵 金

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 AMENDMENTS 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 29 March 2019, 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 of the Company expected to be held on 12 June 2019.

Similar amendments to the Articles of Association were proposed last year at the annual general meeting of the Company on 6 June 2018, however, the resolution approving such amendments was not passed by the Shareholders at the time. In order for the Articles of Association to accurately reflect the factual situation of the Company, including (among others): (i) the revised shareholding percentages and number of issued shares as a result of the issuance of domestic shares to nine subscribers on 7 February 2018; (ii) disclosure of details of the promoters of the Company; (iii) changes in the management structure of the Company (which were implemented for the purpose of improving management efficiency 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 amendments to the Articles of Association again at the forthcoming annual general meeting.

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

1) Amendment of Article 11 **Which originally reads as:**

The term “officers” herein shall include Chairman and Vice Chairman of the Board of Directors, Executive Directors, the Secretary of the Board, General Manager, Vice General Manager and Chief 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 Financial Controller.

**2) Amendment of Article 19
Which originally reads as:**

Upon approval by the company examination and approval department authorized by the State Council, the Company is approved to issue the aggregate 100,000,000 shares of issuable ordinary shares upon incorporation. At its incorporation date of September 27, 2002, the Company issued 100,000,000 shares of stocks denominated in RMB 1.00 par value, accounting for 100% of the Company's aggregate of issuable ordinary shares then.

Upon approval by the competent securities department under the State Council, the Company's ordinary shares issued to its sponsors were subdivided into a total of 500,000,000 shares of RMB 0.20 each.

Is proposed to be amended as:

Upon approval by the Company's examination and approval department authorized by the State Council, on the date of its establishment on 27 September 2002, the Company issued a total of 100,000,000 ordinary shares (at par value of RMB 1.00 each), to the promoters of the Company, among which, 79,500,000 shares, 8,000,000 shares, 3,700,000 shares, 3,600,000 shares, 2,750,000 shares and 2,450,000 shares were issued to Lingbao Stated-owned Assets Operation Co., Ltd* (靈寶市國有資產經營有限責任公司), Sanmenxia Jinqu Group Co., Ltd* (三門峽金渠集團有限公司), Lingbao City Electric Company* (靈寶市電業總公司), Henan Xuanrui Assets Co., Ltd* (河南軒瑞產業股份有限公司), Lingbao City Jinxiang Auto Parts Co., Ltd* (靈寶市金象汽車零部件有限責任公司) and Lingbao Guoshi Mining Co., Ltd* (靈寶郭氏礦業有限責任公司), respectively.

Upon approval by the competent securities department of the State Council, the Company's ordinary shares issued to its founders were subdivided into a total of 500,000,000 shares of RMB0.20 each. The number of shares held by each founder increased accordingly.

**3) Amendment of Article 20 paragraph 1 to paragraph 3
Which originally reads as:**

Upon its incorporation, the Company issued 297,274,000 shares of overseas listed foreign shares, a ratio of 38.59% in proportion to the Company's issuable ordinary shares.

The structure of the share capital of the Company: 472,975,091 domestic shares and 297,274,000 overseas listed foreign shares, among which, 435,276,307 shares and 37,698,784 shares are held by sponsors and non-sponsors respectively; and 297,274,000 shares by overseas listed foreign shareholders.

The shares and shareholding held by the promoters of the Company: Lingbao Stated-owned Assets Operation Co., Ltd holds 296,840,620 shares with 38.54% shareholding; Lingbao Electric Company holds 17,435,687 shares with 2.26% shareholding; Henan Xuanrui Assets Co., Ltd holds 18,000,000 shares with 2.34% shareholding; Lingbao Jinxiang Auto Parts Co., Ltd holds 13,750,000 shares

with 1.79% shareholding; and Lingbao Guoshi Mining Co., Ltd holds 12,250,000 shares with 1.59% shareholding.

Is proposed to be amended as:

After the Company's establishment, upon the granting of approval from the China Securities Regulatory Commission on 7 December 2005, the Company issued 297,274,000 overseas listed foreign shares for the first time. On 7 February 2018, the Company issued 94,000,000 domestic shares by way of non-public issuance.

The current shareholding structure of the Company is: the Company's total number of shares is 864,249,091 shares, among which 566,975,091 are domestic shares and 297,274,000 are overseas listed foreign shares.

The number of shares held by the promoters of the Company are as follows: Lingbao Stated-owned Assets Operation Co., Ltd* (靈寶市國有資產經營有限責任公司) holds 73,840,620 shares which represents 8.51% of the Company's total number of issued shares; Lingbao City Electric Company* (靈寶市電業總公司) holds 17,435,687 shares which represents 2.02% of the Company's total number of issued shares; Lingbao Jinxiang Auto Parts Co., Ltd* (靈寶市金象汽車零部件有限責任公司) holds 13,750,000 shares which represents 1.59% of the Company's total number of issued shares; and Lingbao Guoshi Mining Co., Ltd* (靈寶郭氏礦業有限責任公司) holds 12,250,000 shares which represents 1.42% of the Company's total number of issued shares.

**4) Amendment of Article 23 paragraph 1
Which originally reads as:**

The Company's registered capital is RMB154,049,818.2.

Is proposed to be amended as:

The Company's registered capital is RMB172,849,818.2.

**5) Amendment of Article 43
Which originally reads as:**

The Company shall keep a complete register of shareholders.

The register of shareholders shall include the following parts:

(1) A register kept at the Company's domicile other than those provided for under items (2) and (3) of this Article;

Is proposed to be amended as:

The Company shall keep a complete register of shareholders.

The register of shareholders shall include the following parts:

(1) the register kept at China Securities Depository and Clearing Company Limited, other than those provided for under items (2) and (3) of this Article;

**6) Amendment of Article 114 (9)
Which originally reads as:**

Article 114 The Board shall be accountable to the general meeting and shall have the powers to:

(9) Employ or remove the Company's General Manager; and Employ or remove the Company's Vice General Manager and Chief Financial Controller subject to the nomination by the General Manager and remunerations;

Is proposed to be amended as:

Article 114 The Board shall be accountable to the general meetings and shall have the powers to:

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

7) Addition of the content below as paragraph (2) of Article 145

As approved by the Board of Directors of the Company, the Company can establish a Management Executive Committee and the Management Executive Committee and/or its members shall exercise operation and management rights (including the whole or part of the above powers of the President). The Chairman and President are members of the Management Executive Committee, and the other members are subject to the approval of the Board of Directors. The Board of Directors of the Company is responsible for determining the relevant rules of the Management Executive Committee.

8) Others

1. "General Manager", "Vice General Manager" and "Chief Financial Controller" under the Articles of Association shall all be amended to "President", "Senior Executive Vice President" and "Financial Controller".

2. The order and numbering of the other articles under the Articles of Association will be adjusted accordingly.

The proposed amendments to the Articles of Association are 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 March 2019

As at the date of this announcement, 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.

** for identification purposes only*