
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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



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)

**GENERAL MANDATE TO ISSUE SHARES,
GENERAL MANDATE TO ISSUE DEBT
FINANCING INSTRUMENTS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

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 Friday, 20 May 2022 at 9:00 a.m. is set out on pages 8 to 12 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 and in such event, the proxy form shall deemed to be revoked.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	4
General mandate to issue shares	4
General mandate for issuance of debt financing instruments	6
AGM	6
Recommendation	7
Notice of Annual General Meeting	8

DEFINITIONS

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 Friday, 20 May 2022 at 9:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 8 to 12 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”	7 April 2022, 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

DEFINITIONS

“Supervisors”	the members of Supervisory Committee
“Supervisory Committee”	the Supervisory Committee of the Company established pursuant to the Company Law of the PRC

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Zeng Xiangxin (*Chairman*)
Mr. Xing Jiangze (*Vice-Chairman*)
Mr. He Chengqun (*President*)
Mr. Dai Weitao
Mr. Wu Liming

Registered office:

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

Non-executive Directors:

Mr. Zhang Feihu
Mr. Wang Guanran

*Principal place of business
in Hong Kong:*

Rm. 1104 & 1106
11th Floor
Leighton Centre
77 Leighton Road
Causeway Bay
Hong Kong

Independent non-executive Directors:

Mr. Wang Jiheng
Mr. Wang Guanghua
Mr. Xu Rong
Mr. Tan Chong Huat

19 April 2022

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATE TO ISSUE SHARES,
GENERAL MANDATE TO ISSUE DEBT
FINANCING INSTRUMENTS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

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; and (3) 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.

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;

LETTER FROM THE BOARD

- 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.
- (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.

LETTER FROM THE BOARD

- (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.

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 debt financing instruments 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 2022 annual general meeting of the Company.

AGM

The AGM Notice is set out on pages 8 to 12 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; and (2) the proposed grant of general mandate to the Board to issue debt financing instruments.

LETTER FROM THE BOARD

The AGM will be held at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao City, Henan Province, the PRC on Friday, 20 May 2022 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 and in such event, the proxy form shall be deemed to be revoked.

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 City, Henan Province, the PRC (for holders of Domestic Shares) on or before Friday, 13 May 2022. 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; and (2) the proposed grant of general mandate to the Board to issue debt financing instruments 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.
Zeng Xiangxin
Chairman

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting (“AGM”) of Lingbao Gold Group Company Ltd. (“Company”) for the year ended 31 December 2021 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 Friday, 20 May 2022 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 2021;
2. To consider and approve report of the supervisory committee of the Company for the year 2021;
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 2021;
4. To consider and approve the remuneration of the directors and supervisors of the Company for the year 2021;
5. 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
6. 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.

NOTICE OF ANNUAL GENERAL MEETING

II. AS SPECIAL RESOLUTIONS

1. To consider and, if thought fit, pass the following as special resolution:

“**THAT:**

(1) There be granted to the Board an unconditional general mandate (“General Mandate”) to issue, allot and deal with additional shares in the capital of the Company (whether Domestic Shares or H Shares) and to make or grant offers or agreements in respect thereof, subject to the following conditions:

(a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;

(b) the aggregate nominal amount of shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board otherwise than pursuant to a Rights Issue or any scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares or any share option scheme adopted by the Company in accordance with the articles of association of the Company (“Articles of Association”), shall not exceed:

i. 20 per cent of the aggregate amount of Domestic Shares of the Company in issue; and

ii. 20 per cent of the aggregate nominal amount of H Shares of the Company in issue,

in each case as at the date of passing of this resolution; and

(c) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.

For the purposes of this resolution:

“Domestic Share(s)” mean the ordinary domestic share(s) with a nominal value of RMB0.20 each in the registered share capital of the Company which were subscribed for in RMB;

NOTICE OF ANNUAL GENERAL MEETING

“H Shares” mean the overseas listed foreign invested shares with a nominal value of RMB0.20 each in the registered share capital of the Company, which are listed on The Stock Exchange of Hong Kong Limited and subscribed for and traded in Hong Kong dollars;

“Relevant Period” means the period from the date of passing this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (b) the expiry date of the 12-month period following the passing of this resolution; or
- (c) the passing of a special resolution of the Company in a general meeting revoking or varying the authority set out in this resolution.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

- (2) contingent on the Board resolving to issue shares pursuant to paragraph (1) of this resolution, the Board be authorised:
 - (a) to approve, execute and do, or procure to be executed and done all such documents, deeds and matters which it may consider necessary in connection with the issue of such new shares, including but not limited to the time, quantity and place for such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement(s) or any other agreement(s);
 - (b) to determine the use of proceeds and to make necessary filings and registration with the relevant authorities in the PRC, and/or Hong Kong and any other places and jurisdictions (as appropriate);

to increase the registered capital of the Company and make any amendments to the Articles of Association in accordance with such increase and to register the increased capital with the relevant authorities in the PRC and/or Hong Kong and any other places and jurisdictions (as appropriate) so as to reflect the new capital and/or share capital structure of the Company resulting from the intended allotment and issue of the shares of the Company pursuant to paragraph (1) of this resolution.”;

NOTICE OF ANNUAL GENERAL MEETING

2. to consider and approve the general mandate for the Company to issue debt financing instruments.

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

Lingbao, Henan, the PRC

19 April 2022

Notes:

1. The register of members of the Company will be closed from Wednesday, 20 April 2022 to Friday, 20 May 2022, (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 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 at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC (for holders of domestic shares), no later than 4:30 p.m. on Tuesday, 19 April 2022.
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 Tuesday, 19 April 2022 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.
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 Friday, 13 May 2022.

NOTICE OF ANNUAL GENERAL MEETING

6. The registered office address of the Company is as follows:

Hangu Road and
Jingshan Road Intersection
Lingbao City
Henan Province
The People's Republic of China
Tel: +86 398 8860166
email: lbgold@lbgold.com

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. 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.