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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) 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 on Friday, 20 January 2023 at 9:00 a.m. 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 Thursday, 8 December 2022 in relation to, among other things, the extension of validity period of the Shareholders’ resolutions relating to the Subscription (including the grant of Specific Mandate) and authorisation granted to the Board to handle all matters relating to the Subscription and the Share Issuance Extension Resolution (as defined below) (including the grant of Specific Mandate) and the issuance of Subscription Shares.

SPECIAL RESOLUTIONS

1. To consider and approve the extension of the validity period of the shareholders’ resolutions relating to the Subscription (including the grant of the Specific Mandate) and the issuance of Subscription Shares for a further period of twelve (12) months from 17 January 2023 to 16 January 2024 (the “**Share Issuance Extension Resolution**”).

2. 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 and the Share Issuance Extension Resolution (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 and the Share Issuance Extension Resolution; 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 the 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.

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

Henan, the PRC
19 December 2022

As at the date of this notice, the Board comprises five executive Directors, namely Mr. Chen Jianzheng, 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, 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 EGM 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 EGM 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 (in case of H Shareholders) or registered office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao City, Henan Province, the PRC (in case of Domestic Shareholders) not less than 24 hours before the time appointed for holding the EGM 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 a Shareholder from attending and voting in person at the EGM or any adjournment thereof should he/she so wish.
4. The H Shares register of members of the Company will be closed, for the purpose of determining the entitlement of H Shareholders to attend the EGM, from Thursday, 22 December 2022 to Friday, 20 January 2023 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the EGM, all share certificates, together with the relevant transfer documents, must be lodged by the H Shareholders for registration with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, and not later than 4:30 p.m. on Wednesday, 21 December 2022.
5. Where there are joint holders of any Shares, the one whose name stands first in the register of members shall be entitled to attend and vote at the EGM in respect of such shares.
6. Shareholders intending to attend the EGM in person or by their proxies should return the reply slip for attending the EGM in person or by post to the H Share registrar of the Company, Computershare Hong Kong Investors Services Limited (in case of H Shareholders) or registered office of the Company (in case of Domestic Shareholders) on or before Friday, 13 January 2023.
7. The above special resolutions will be proposed at the EGM 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.
8. In the event that the containment of the COVID-19 pandemic is still ongoing at the time of the EGM, 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 Shareholders 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 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 EGM is expected to last for not more than one day. Eligible 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